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SHERWIN WILLIAMS CO Form 4 March 17, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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Filed By

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Mixon, III, A. Malachi					ker or ' s Com	Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle)				g Person,	Mo	onth/Day/Year	10	X Director 10% OwnerOfficer (give title below) Other (specify below)			
(Street) Elyria, OH 44036						Da	Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City) (State) (Zip)				e I Non-E)erivat	ive Sec	curities Acquired, Disposed of, or Beneficially Owned				
action Date (Month/ Day/	Execution Date, if any	3. Trans- action Code4. Securities Acquired (A) or Disposed of (D (Instr. 8)(Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s)		ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
	(First) (M Vay (Street) 36 (State) (2. Trans- action Date (Month/ Day/	(First) (Middle) Vay (Street) 36 (State) (Zip) 2. Trans- action Execution Date Date, (Month/Day/ Year) (Month/Day/	falachi	falachi	Ialachi Jalachi (First) (Middle) 3. I.R.S. Identification I of Reporting Person, if an entity (voluntary) (Vay (Street) If an entity (voluntary) (Street) 36 Image: Street in the image: Street	falachi	falachi Image: Additional symbol in the	(First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year (Street) if an entity (voluntary) 5. If Amendment, Date of Original (Month/Day/Year) (Street) Table I Non-Derivative Securities Acquired, Dis (Month/Day/Year) (State) (Zip) Table I Non-Derivative Securities Acquired, Dis (A) or Disposed of (D) 2. Trans- action 3. Trans- execution 3. Trans- action Code (A) or Disposed of (D) 5. Amount of Securities Date (Month/Day/ Year) Code V Amount or (A) Price Owned Follow- ing Reported	Imalachi Imalachi <td< td=""><td>Imalachi to Issuer (Check (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Month/Day/Year (Street) 5. If Amendment, Date of Original 7. Individual or J (Check Applicab (Street) 5. If Amendment, Date of Original 7. Individual or J (Check Applicab (State) (Zip) Table I Non-Derivative Securities Acquired action 5. Amount of S. Amount of (Instr. 8) 5. Amount of (Instr. 3, 4 & 5) 6. Owner- ship Form: Beneficially (Month/Day/ Year) Code V Amount (A) or (D) Price Owned Follow- ing Reported Transactions(s) 6. Owner- ship Form:</td></td<>	Imalachi to Issuer (Check (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year Month/Day/Year (Street) 5. If Amendment, Date of Original 7. Individual or J (Check Applicab (Street) 5. If Amendment, Date of Original 7. Individual or J (Check Applicab (State) (Zip) Table I Non-Derivative Securities Acquired action 5. Amount of S. Amount of (Instr. 8) 5. Amount of (Instr. 3, 4 & 5) 6. Owner- ship Form: Beneficially (Month/Day/ Year) Code V Amount (A) or (D) Price Owned Follow- ing Reported Transactions(s) 6. Owner- ship Form:	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)												
1. Title of	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	Trans-	Deemed	Trans-	of	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	action	Execution	action	Derivative	Date	Underlying	Security	Securities	ship	Beneficial	
	Price of	Date	Date,	Code	Securities	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
(Instr. 3)	Derivative		if any		Acquired	Year)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	(Month/	(Month/	(Instr.	(A) or				Following	ative		
		Day/	Day/	8)	Disposed				Reported	Security:		
		Year)	Year)		of (D)				Transaction(s)	Direct		
									(Instr. 4)	(D)		
					(Instr. 3, 4					or		

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				& 5)								Indirect	
			Code	V (A)	(D)	Date	Expira-	Title	Amount			(I)	
						Exer-cisable	tion		or			(Instr. 4)	
							Date		Number				
									of				
									Shares				
Phantom	9.66	3/14/03	Α	345.0	7	(1)	(1)	Common	(1)	9.66	51,347.70 ⁽²⁾	D	
Stock								Stock					
Units ⁽¹⁾													

Explanation of Responses:

(1) Acquisition of phantom stock units (in an exempt transaction) under the Director Deferred Fee Plan to be settled generally upon the Reporting Person's retirement. The plan utilizes unit accounting, with phantom stock units consisting primarily of phantom shares of common stock and a small percentage of short-term investments (based upon a beginning per unit price of \$10.00 at April 1, 1997). (2) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

By: /s/ Louis E. Stellato, Attorney-in-fact

<u>3/17/03</u> Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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