

SCAMINACE JOSEPH M
Form 4
November 17, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCAMINACE JOSEPH M

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 PROSPECT AVENUE, N.W.

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)
CLEVELAND, OH 44115

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	11/15/2004		G	1,357 D \$ 0	163,133.313 (1)	D	
Common Stock	11/15/2004		M	20,280 A \$ 27.75	183,413.313 (1)	D	
Common Stock	11/15/2004		M	28,272 A \$ 19.625	211,685.313 (1)	D	
Common Stock					28,942.628 (2)	I	Stock Plan

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	11/15/2004		M		8,000		01/29/1998	01/28/2007	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 27.75	11/15/2004		M		7,882		01/29/1999	01/28/2007	Common Stock	7,882
Employee Stock Option (Right to Buy)	\$ 27.75	11/15/2004		M		4,398		01/29/2000	01/28/2007	Common Stock	4,398
Employee Stock Option (Right to Buy)	\$ 19.625	11/15/2004		M		33		10/19/2002	10/18/2010	Common Stock	33
Employee Stock Option (Right to Buy)	\$ 19.625	11/15/2004		M		28,239		10/19/2003	10/18/2010	Common Stock	28,239

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SCAMINACE JOSEPH M

101 PROSPECT AVENUE, N.W.

CLEVELAND, OH 44115

X

President and COO

Signatures

Louis E. Stellato,
Attorney-in-fact

11/17/2004

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of shares listed, 131,000 are restricted.

- Represents the approximate number of shares of common stock for which the Reporting Person has the right to direct the vote under The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 9/30/04 statement. Shares of common stock are not directly allocated to the Plan participants, but are instead held in a unitized fund consisting primarily of common stock and a small percentage of short-term investments. Participants acquire units of this fund.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.