#### SHERWIN WILLIAMS CO

Form 4 July 08, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations may continue. See Instruction

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(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Kadien Thomas G			2. Issuer Name <b>and</b> Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]				J	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction				_	(Check all applicable)			
` '	AR AVENUE		(Month/E 07/05/2	ay/Year)	ansaction			_X_ Director Officer (give below)		Owner er (specify	
	(Street)			ndment, Da nth/Day/Year	Č	al		<ul><li>6. Individual or Joint/Group Filing(Ch</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>			
MEMPHIS,	, TN 38197							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secui	rities Acqu	iired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	07/05/2013			A(1)	66	A	\$ 180.55	1,759 <u>(2)</u>	I	Deferred Plan	
Common Stock								5,281	I	By Living Trust	

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

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1,955 (3)

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# 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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	Expiration I (Month/Day	Date	(Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(Instr. 3, 4, and 5)  (A) (D	Date Exercisable D)	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (4)	<u>(4)</u>	07/05/2013		A	179.61	<u>(4)</u>	<u>(4)</u>	Common Stock	<u>(4)</u>	\$ 6

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kadien Thomas G 6400 POPLAR AVENUE MEMPHIS, TN 38197	X						

# **Signatures**

Catherine M. Kilbane, Attorney-in-fact 07/08/2013

\*\*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) Shares were acquired in an exempt transaction in connection with the Director Deferred Fee Plan; Reporting Person has the right to direct the vote for such shares.
- (2) Shares listed are held pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such plan.
- (3) Shares listed are restricted.
- 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).
- (5) Includes phantom stock units acquired pursuant to the dividend equivalent reinvestment feature of the plan.

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.

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