SHERWIN WILLIAMS CO

Form 4 July 28, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Print or Type Responses)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

0.5 response...

1. Name and Address of Reporting Person <u>*</u> LaCour Blair P	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)	3. Date of Earliest Transaction	(Check all applicable)			
101 PROSPECT AVENUE, N.W.	(Month/Day/Year) 07/26/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Pres & Gen Mgr-Automotive Div			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44115		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	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)
Common Stock	07/26/2005		Code V M	Amount 10,000	(D)	Price \$ 24.305	39,250 <u>(1)</u>	D	
Common Stock	07/26/2005		M	10,000	A	\$ 25.425	49,250 (1)	D	
Common Stock	07/26/2005		S	2,500	D	\$ 47.73	46,750 (1)	D	
Common Stock	07/26/2005		S	2,200	D	\$ 47.74	44,550 (1)	D	
Common Stock	07/26/2005		S	5,300	D	\$ 47.75	39,250 <u>(1)</u>	D	

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Common Stock	07/26/2005	S	500	D	\$ 47.76	38,750 (1)	D	
Common Stock	07/26/2005	S	700	D	\$ 47.77	38,050 (1)	D	
Common Stock	07/26/2005	S	3,600	D	\$ 47.78	34,450 (1)	D	
Common Stock	07/26/2005	S	1,500	D	\$ 47.79	32,950 (1)	D	
Common Stock	07/26/2005	S	2,700	D	\$ 47.8	30,250 (1)	D	
Common Stock	07/26/2005	S	1,000	D	\$ 47.81	29,250 (1)	D	
Common Stock						7,793.84 (2)	I	Stock Plan

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

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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)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 24.305	07/26/2005		M	4,114	10/17/2004	10/16/2011	Common Stock	4,114
Employee Stock Option (Right to Buy)	\$ 24.305	07/26/2005		M	5,886	10/17/2004	10/16/2011	Common Stock	5,886
	\$ 25.425	07/26/2005		M	10,000	10/18/2004	10/17/2012		10,000

Employee Common Stock Stock

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LaCour Blair P

101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115

Pres & Gen Mgr-Automotive Div

Signatures

Louis E. Stellato, Attorney-in-fact 07/28/2005

**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, 29,250 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 6/30/05 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.

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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