

SEITZ THOMAS W
Form 4
July 29, 2005

FORM 4

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

OMB APPROVAL

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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 *
SEITZ THOMAS W

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(Street)

CLEVELAND, OH 44115

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

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

07/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Pres. and GM-Consumer Div.

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	07/27/2005		M		1,271	A	\$ 27.75
					65,955	(1)	D
Common Stock	07/27/2005		M		3,124	A	\$ 25.3438
					69,079	(1)	D
Common Stock	07/27/2005		M		7,637	A	\$ 25.0625
					76,716	(1)	D
Common Stock	07/27/2005		M		30,000	A	\$ 24.305
					106,716	(1)	D
Common Stock	07/27/2005		S		9,800	D	\$ 47.3
					96,916	(1)	D

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Common Stock	07/27/2005	S	21,800	D	\$ 47.5	75,116 ⁽¹⁾	D	
Common Stock	07/27/2005	S	1,700	D	\$ 47.51	73,416 ⁽¹⁾	D	
Common Stock	07/27/2005	S	2,900	D	\$ 47.52	70,516 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.55	70,416 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.57	70,316 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.58	70,216 ⁽¹⁾	D	
Common Stock	07/27/2005	S	300	D	\$ 47.59	69,916 ⁽¹⁾	D	
Common Stock	07/27/2005	S	300	D	\$ 47.65	69,616 ⁽¹⁾	D	
Common Stock	07/27/2005	S	400	D	\$ 47.69	69,216 ⁽¹⁾	D	
Common Stock	07/27/2005	S	100	D	\$ 47.75	69,116 ⁽¹⁾	D	
Common Stock	07/27/2005	S	318	D	\$ 47.76	68,798 ⁽¹⁾	D	
Common Stock						10,991.274 ⁽²⁾	I	Stock Plan

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

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(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

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Employee Stock Option (Right to Buy)	\$ 27.75	07/27/2005	M	1,271	01/29/1998	01/28/2007	Common Stock	1,271
Employee Stock Option (Right to Buy)	\$ 25.3438	07/27/2005	M	1,666	10/21/1999	10/20/2008	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 25.3438	07/27/2005	M	1,458	10/21/2000	10/20/2008	Common Stock	1,458
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	4,000	02/03/2000	02/02/2009	Common Stock	4,000
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	3,627	02/03/2001	02/02/2009	Common Stock	3,627
Employee Stock Option (Right to Buy)	\$ 25.0625	07/27/2005	M	10	02/03/2002	02/02/2009	Common Stock	10
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2002	10/16/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2003	10/16/2011	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 24.305	07/27/2005	M	10,000	10/17/2004	10/16/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEITZ THOMAS W 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			Pres. and GM-Consumer Div.	

Signatures

Louis E. Stellato,
Attorney-in-fact

07/29/2005

 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, 30,250 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.
- (2)

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