

IPPOLITO PETER J.
Form 3
February 01, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â IPPOLITO PETER J. | | (Month/Day/Year) | SHERWIN WILLIAMS CO [SHW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 101 W. PROSPECT AVENUE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CLEVELAND,Â OHÂ 44115 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President, The Americas Group | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 450 ⁽¹⁾ | D | Â |
| Common Stock | 11,435.84 ⁽²⁾ | I | Stock Plan |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|----------------|--|---|
| Phantom Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 554.85 | \$ 0 | D | Â |
| Employee Stock Option (Right to Buy) | 10/17/2013 | 10/16/2022 | Common Stock | 2,334 | \$ 154.4325 | D | Â |
| Employee Stock Option (Right to Buy) | 10/17/2014 | 10/16/2022 | Common Stock | 2,333 | \$ 154.4325 | D | Â |
| Employee Stock Option (Right to Buy) | 10/17/2015 | 10/16/2022 | Common Stock | 2,333 | \$ 154.4325 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2014 | 10/15/2023 | Common Stock | 1,667 | \$ 180.46 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2015 | 10/15/2023 | Common Stock | 1,666 | \$ 180.46 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2016 | 10/15/2023 | Common Stock | 1,667 | \$ 180.46 | D | Â |
| Employee Stock Option (Right to Buy) | 10/22/2015 | 10/21/2024 | Common Stock | 1,334 | \$ 227.73 | D | Â |
| Employee Stock Option (Right to Buy) | 10/22/2016 | 10/21/2024 | Common Stock | 1,333 | \$ 227.73 | D | Â |
| Employee Stock Option (Right to Buy) | 10/22/2017 | 10/21/2024 | Common Stock | 1,333 | \$ 227.73 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2016 | 10/15/2025 | Common Stock | 1,367 | \$ 239.55 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2017 | 10/15/2025 | Common Stock | 1,367 | \$ 239.55 | D | Â |
| Employee Stock Option (Right to Buy) | 10/16/2018 | 10/15/2025 | Common Stock | 1,366 | \$ 239.55 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2017 | 10/17/2026 | Common Stock | 1,500 | \$ 270.12 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2018 | 10/17/2026 | Common Stock | 1,500 | \$ 270.12 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2019 | 10/17/2026 | Common Stock | 1,500 | \$ 270.12 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2018 | 10/17/2027 | Common Stock | 1,234 | \$ 383.92 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2019 | 10/17/2027 | Common Stock | 1,233 | \$ 383.92 | D | Â |
| Employee Stock Option (Right to Buy) | 10/18/2020 | 10/17/2027 | Common Stock | 1,233 | \$ 383.92 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IPPOLITO PETER J. 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | ^ | ^ | ^ President, The Americas Group | ^ |

Signatures

Stephen J. Perisutti,
Attorney-in-fact

02/01/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 listed are restricted stock units.
 - (2) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 01/22/2018 statement.
 - (3) Represents the number of shares of phantom stock units that were acquired by the reporting person (in exempt transactions) under The Sherwin-Williams Company Deferred Compensation Savings and Pension Equalization Plan. Each phantom stock unit is the economic equivalent of one share of common stock. The phantom stock units become payable in cash generally upon the reporting person's retirement or other termination of service. The phantom stock units have dividend equivalent rights.

^

Remarks:

Exhibit 24, Power of Attorney, is attached.

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.