

SHERWIN WILLIAMS CO

Form 4

December 09, 2004

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORIKIS JOHN G

(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)

12/08/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Paint Stores Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	12/08/2004		M	4,710 A	\$ 27.75 76,668 ⁽¹⁾	D	
Common Stock	12/08/2004		M	5,011 A	\$ 29.0313 81,679 ⁽¹⁾	D	
Common Stock	12/08/2004		M	829 A	\$ 33.0625 82,508 ⁽¹⁾	D	
Common Stock	12/08/2004		M	46,114 A	\$ 24.305 128,622 ⁽¹⁾	D	
Common Stock					12,500.31 ⁽²⁾	I	Stock Plan

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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	12/08/2004		M	1,376	01/29/1998	01/28/2007	Common Stock	1,376
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M	1,666	01/29/1999	01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M	1,668	01/29/2000	01/28/2007	Common Stock	1,668
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M	661	02/04/1999	02/03/2008	Common Stock	661
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M	1,850	02/04/2000	02/03/2008	Common Stock	1,850
Employee Stock Option	\$ 29.0313	12/08/2004		M	2,500	02/04/2001	02/03/2008	Common Stock	2,500

(Right to
Buy)Employee
Stock

Option	\$ 33.0625	12/08/2004	M	829	07/22/2001	07/21/2008	Common Stock	829
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Employee
Stock

Option	\$ 24.305	12/08/2004	M	20,000	10/17/2002	10/16/2011	Common Stock	20,000
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Employee
Stock

Option	\$ 24.305	12/08/2004	M	20,000	10/17/2003	10/16/2011	Common Stock	20,000
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Employee
Stock

Option	\$ 24.305	12/08/2004	M	6,114	10/17/2004	10/16/2011	Common Stock	6,114
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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MORIKIS JOHN G
101 PROSPECT AVENUE, N.W.
CLEVELAND, OH 44115

President, Paint Stores Group

Signatures

Louis E. Stellato,
Attorney-in-fact

12/09/2004

__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, 60,000 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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