

EVANS DANIEL E
Form 4
October 23, 2008

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 *
EVANS DANIEL E

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)
101 PROSPECT AVENUE, N.W.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2008

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

CLEVELAND, OH 44115

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	10/22/2008		M		2,000	A	\$ 25.0625
Common Stock	10/22/2008		M		2,000	A	\$ 20.25
Common Stock	10/22/2008		S		3,500	D	\$ 54.59
Common Stock	10/22/2008		S		100	D	\$ 54.6
Common Stock	10/22/2008		S		400	D	\$ 54.64

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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)	8. P. Der. Sec. (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.0625	10/22/2008		M	666	02/03/2000 02/02/2009	Common Stock	666	
Stock Option (Right to Buy)	\$ 25.0625	10/22/2008		M	667	02/03/2001 02/02/2009	Common Stock	667	
Stock Option (Right to Buy)	\$ 25.0625	10/22/2008		M	667	02/03/2002 02/02/2009	Common Stock	667	
Stock Option (Right to Buy)	\$ 20.25	10/22/2008		M	666	10/22/2000 10/21/2009	Common Stock	666	
Stock Option (Right to Buy)	\$ 20.25	10/22/2008		M	667	10/22/2001 10/21/2009	Common Stock	667	
Stock Option (Right to Buy)	\$ 20.25	10/22/2008		M	667	10/22/2002 10/21/2009	Common Stock	667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVANS DANIEL E 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	X			

Signatures

Louis E. Stellato, Attorney-in-fact	10/23/2008
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 **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, 2,725 are restricted.

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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