

SHERWIN WILLIAMS CO

Form 4

March 17, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sewell David B

(Last) (First) (Middle)

101 W. PROSPECT AVENUE

(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)

03/13/2015

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 ____ Other (specify
below) below)

President, Global Finishes Grp

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	03/13/2015		M	1,040 A	\$ 63.25 8,633	D	
Common Stock	03/13/2015		M	1,648 A	\$ 72.62 10,281	D	
Common Stock	03/13/2015		M	1,357 A	\$ 78.255 11,638	D	
Common Stock	03/13/2015		F	1,021 D	\$ 284.96 10,617 ⁽¹⁾	D	

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
Employee Stock Option (Right to Buy)	\$ 63.25	03/13/2015		M	1,040	10/15/2012	10/14/2019	Common Stock	1,040
Employee Stock Option (Right to Buy)	\$ 72.62	03/13/2015		M	471	10/19/2012	10/18/2020	Common Stock	471
Employee Stock Option (Right to Buy)	\$ 72.62	03/13/2015		M	1,177	10/19/2013	10/18/2020	Common Stock	1,177
Employee Stock Option (Right to Buy)	\$ 78.255	03/13/2015		M	185	10/19/2013	10/18/2021	Common Stock	185
Employee Stock Option (Right to Buy)	\$ 78.255	03/13/2015		M	1,172	10/19/2014	10/18/2021	Common Stock	1,172

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sewell David B 101 W. PROSPECT AVENUE CLEVELAND, OH 44115			President, Global Finishes Grp	

Signatures

Catherine M. Kilbane, Attorney-in-fact	03/17/2015
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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, 4,600 are restricted stock and 1,950 are restricted stock units.

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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