

Mistysyn Allen J
 Form 4
 February 19, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Mistysyn Allen J

(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)

02/14/2019

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)

SVP - Finance & CFO

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 (A) or (D) Price | | |
| Common Stock | 02/14/2019 | | M | | 613 A \$ 180.46 | D | |
| Common Stock | 02/14/2019 | | M | | 2,261 A \$ 227.73 | D | |
| Common Stock | 02/14/2019 | | S | | 2,874 D \$ 433.9 (1) 9,986 | D | |
| Common Stock | 02/15/2019 | | M | | 417 A \$ 239.55 | D | |
| Common Stock | 02/15/2019 | | F | | 228 D \$ 436.73 | D | |

Edgar Filing: Mistysyn Allen J - Form 4

| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|-------------------------|---|------------|
| Common Stock | 02/15/2019 | A ⁽²⁾ | 1,403 | A | \$ 0 | 11,578 | D | |
| Common Stock | 02/15/2019 | F ⁽³⁾ | 516 | D | \$ 436.95 | 11,062 | D | |
| Common Stock | | | | | | 187.58 ⁽⁴⁾ | I | Stock Plan |
| Common Stock | | | | | | 1,332 ⁽⁵⁾ | I | By Spouse |
| Common Stock | | | | | | 3,744.51 ⁽⁶⁾ | I | Stock Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 180.46 | 02/14/2019 | | M | 613 | 10/16/2016 10/15/2023 | Common Stock | 613 |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 02/14/2019 | | M | 900 | 10/22/2015 10/21/2024 | Common Stock | 900 |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 02/14/2019 | | M | 900 | 10/22/2016 10/21/2024 | Common Stock | 900 |

| | | | | | | | | | | |
|--|-----------|------------|---|-----|------------|------------|-----------------|-----|--|--|
| Buy) | | | | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 02/14/2019 | M | 461 | 10/22/2017 | 10/21/2024 | Common Stock | 461 | | |
| Employee Stock Option (Right to Buy) | \$ 239.55 | 02/15/2019 | M | 417 | 10/16/2018 | 10/15/2025 | Common Stock | 417 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | | | SVP - Finance & CFO | |

Signatures

Stephen J. Perisutti,
Attorney-in-fact

02/19/2019

**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$433.86 to \$433.97 inclusive. The reporting person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.
 - (2) Represents the vesting of performance-based restricted stock units previously granted to the reporting person under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan for the 2016-2018 performance period.
 - (3) Shares automatically and mandatorily withheld to satisfy the tax withholding requirement upon the vesting of performance-based restricted stock units.
 - (4) 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 12/31/2018 statement.
 - (5) The reporting person disclaims beneficial ownership of the shares held by his spouse.

Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2018 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.
 - (6) The reporting person disclaims beneficial ownership of the shares held by his spouse.

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.