

SHERWIN WILLIAMS CO  
Form 4  
February 02, 2006

**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 \*  
Knight Timothy A

(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)  
01/31/2006

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)  
President, Global Group

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	01/31/2006		M	5,000 A \$ 27.75	30,703 <sup>(1)</sup>	D	
Common Stock	01/31/2006		M	5,000 A \$ 29.0313	35,703 <sup>(1)</sup>	D	
Common Stock	01/31/2006		S	9,000 D \$ 52.23	26,703 <sup>(1)</sup>	D	
Common Stock	01/31/2006		S	1,000 D \$ 52.32	25,703 <sup>(1)</sup>	D	
Common Stock					6,598.759 <sup>(2)</sup>	I	Stock Plan

Edgar Filing: SHERWIN WILLIAMS CO - Form 4

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,666	01/29/1998 01/28/2007		Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,666	01/29/1999 01/28/2007		Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	01/31/2006		M	1,668	01/29/2000 01/28/2007		Common Stock	1,668
Employee Stock Option (Right to Buy)	\$ 29.0313	01/31/2006		M	1,666	02/04/1999 02/03/2008		Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 29.0313	01/31/2006		M	1,667	02/04/2000 02/03/2008		Common Stock	1,667
Employee Stock	\$ 29.0313	01/31/2006		M	1,667	02/04/2001 02/03/2008		Common Stock	1,667

Option  
(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knight Timothy A 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115			President, Global Group	

## Signatures

Louis E. Stellato, Attorney-in-fact	02/02/2006
**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, 23,000 are restricted.

(2) 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 12/31/05 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.  
 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.