SHERWIN WILLIAMS CO

Form 4 May 17, 2016

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

SECURITIES Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre Sewell David B	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol SHERWIN WILLIAMS CO [SHW]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)			
101 W. PROSP	PECT AVE	NUE	(Month/Day/Year) 05/16/2016	Director 10% OwnerX Officer (give title Other (specify below) President, Global Finishes Grp		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CLEVELAND, OH 44115				Form filed by More than One Reporting Person		

	(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secı	ırities Acquir	ed, Disposed of,	or Beneficially	y Owned
5	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)		sed of 4 and (A) or	` '	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	05/16/2016		M	3,200	A	\$ 154.4325	13,115	D	
	Common Stock	05/16/2016		S	4,598	D	\$ 297.39 (1)	8,517 <u>(2)</u>	D	

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

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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. Transactic Code (Instr. 8)	5. Number on 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)	\$ 154.4325	05/16/2016		M	2,334	10/17/2013	10/16/2022	Common Stock	2,334
Employee Stock Option (Right to Buy)	\$ 154.4325	05/16/2016		M	866	10/17/2014	10/16/2022	Common Stock	866

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Nume / Mudress	

Director 10% Owner Officer Other

Sewell David B

101 W. PROSPECT AVENUE President, Global Finishes Grp

Signatures

CLEVELAND, OH 44115

Catherine M. Kilbane, Attorney-in-fact 05/17/2016

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$297.32 to \$297.50 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) Of shares listed, 2,500 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.

Reporting Owners 2

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