

MAHONEY ROBERT W
Form 4
October 22, 2008

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 *
MAHONEY ROBERT W

(Last) (First) (Middle)

3792 BOETTLER OAKS DRIVE,
SUITE C

(Street)

UNIONTOWN, OH 44685

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

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

10/21/2008

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)

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)
				(A) or (D)	Price		
Common Stock	10/21/2008		M	A	\$ 25.0625	14,170 ⁽¹⁾	D
Common Stock	10/21/2008		M	A	\$ 20.25	16,170 ⁽¹⁾	D
Common Stock	10/21/2008		S	D	\$ 57.01	15,470 ⁽¹⁾	D
Common Stock	10/21/2008		S	D	\$ 57.02	14,670 ⁽¹⁾	D
Common Stock	10/21/2008		S	D	\$ 57.04	14,370 ⁽¹⁾	D

Edgar Filing: MAHONEY ROBERT W - Form 4

Common Stock	10/21/2008	S	200	D	\$ 57.06	14,170 ⁽¹⁾	D
Common Stock	10/21/2008	S	600	D	\$ 57.07	13,570 ⁽¹⁾	D
Common Stock	10/21/2008	S	100	D	\$ 57.08	13,470 ⁽¹⁾	D
Common Stock	10/21/2008	S	100	D	\$ 57.09	13,370 ⁽¹⁾	D
Common Stock	10/21/2008	S	200	D	\$ 57.1	13,170 ⁽¹⁾	D
Common Stock	10/21/2008	S	200	D	\$ 57.11	12,970 ⁽¹⁾	D
Common Stock	10/21/2008	S	600	D	\$ 57.13	12,370 ⁽¹⁾	D
Common Stock	10/21/2008	S	200	D	\$ 57.14	12,170 ⁽¹⁾	D

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. 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	10/21/2008		M	666	02/03/2000 02/02/2009	Common Stock	666	
Stock Option (Right to	\$ 25.0625	10/21/2008		M	667	02/03/2001 02/02/2009	Common Stock	667	

Buy)									
Stock Option (Right to Buy)	\$ 25.0625	10/21/2008	M	667	02/03/2002	02/02/2009	Common Stock	667	
Stock Option (Right to Buy)	\$ 20.25	10/21/2008	M	666	10/22/2000	10/21/2009	Common Stock	666	
Stock Option (Right to Buy)	\$ 20.25	10/21/2008	M	667	10/22/2001	10/21/2009	Common Stock	667	
Stock Option (Right to Buy)	\$ 20.25	10/21/2008	M	667	10/22/2002	10/21/2009	Common Stock	667	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHONEY ROBERT W 3792 BOETTLER OAKS DRIVE, SUITE C UNIONTOWN, OH 44685		X		

Signatures

Louis E. Stellato,
Attorney-in-fact

10/21/2008

__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.

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.