

SHERWIN WILLIAMS CO
Form 4
February 14, 2006

FORM 4

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

OMB APPROVAL

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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 *
SMUCKER RICHARD K

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
STRAWBERRY LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

ORRVILLE, OH 44667
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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	02/13/2006		M		2,000 A \$ 28	7,101.2039 (1) (2)	D
Common Stock	02/13/2006		M		2,000 A \$ 29.0313	9,101.2039 (1) (2)	D
Common Stock	02/13/2006		M		2,000 A \$ 25.0625	11,101.2039 (1) (2)	D
Common Stock	02/13/2006		M		2,000 A \$ 20.25	13,101.2039 (1) (2)	D
Common Stock	02/13/2006		M		2,000 A \$ 19.625	15,101.2039 (1) (2)	D
	02/13/2006		M		2,000 A \$ 24.305		D

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Common Stock						17,101.2039 <u>(1) (2)</u>		
Common Stock	02/13/2006		M	3,500	A	\$ 25.425	20,601.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	1,200	D	\$ 53.02	19,401.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	2,900	D	\$ 53.03	16,501.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	2,200	D	\$ 53.04	14,301.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	5,300	D	\$ 53.05	9,001.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	1,600	D	\$ 53.06	7,401.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	1,600	D	\$ 53.07	5,801.2039 <u>(1) (2)</u>	D
Common Stock	02/13/2006		S	700	D	\$ 53.1	5,101.2039 <u>(1) (2)</u>	D
Common Stock							11,244.45 ⁽³⁾	I
								Deferred Plan

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)	8. Amount or Number of Shares
Stock Option (Right to	\$ 28	02/13/2006		M	666	04/23/1998 04/22/2007	Common Stock	666

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Buy)

Stock Option (Right to Buy)	\$ 28	02/13/2006	M	667	04/23/1999	04/22/2007	Common Stock	667
Stock Option (Right to Buy)	\$ 28	02/13/2006	M	667	04/23/2000	04/22/2007	Common Stock	667
Stock Option (Right to Buy)	\$ 29.0313	02/13/2006	M	666	02/04/1999	02/03/2008	Common Stock	666
Stock Option (Right to Buy)	\$ 29.0313	02/13/2006	M	667	02/04/2000	02/03/2008	Common Stock	667
Stock Option (Right to Buy)	\$ 29.0313	02/13/2006	M	667	02/04/2001	02/03/2008	Common Stock	667
Stock Option (Right to Buy)	\$ 25.0625	02/13/2006	M	666	02/03/2000	02/02/2009	Common Stock	666
Stock Option (Right to Buy)	\$ 25.0625	02/13/2006	M	667	02/03/2001	02/02/2009	Common Stock	667
Stock Option (Right to Buy)	\$ 25.0625	02/13/2006	M	667	02/03/2002	02/02/2009	Common Stock	667
Stock Option (Right to Buy)	\$ 20.25	02/13/2006	M	666	10/22/2000	10/21/2009	Common Stock	666
Stock Option (Right to Buy)	\$ 20.25	02/13/2006	M	667	10/22/2001	10/21/2009	Common Stock	667
Stock Option (Right to Buy)	\$ 20.25	02/13/2006	M	667	10/22/2002	10/21/2009	Common Stock	667

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Stock Option (Right to Buy)	\$ 19.625	02/13/2006	M	666	10/19/2001	10/18/2010	Common Stock	666
Stock Option (Right to Buy)	\$ 19.625	02/13/2006	M	667	10/19/2002	10/18/2010	Common Stock	667
Stock Option (Right to Buy)	\$ 19.625	02/13/2006	M	667	10/19/2003	10/18/2010	Common Stock	667
Stock Option (Right to Buy)	\$ 24.305	02/13/2006	M	666	10/17/2002	10/16/2011	Common Stock	666
Stock Option (Right to Buy)	\$ 24.305	02/13/2006	M	667	10/17/2003	10/16/2011	Common Stock	667
Stock Option (Right to Buy)	\$ 24.305	02/13/2006	M	667	10/17/2004	10/16/2011	Common Stock	667
Stock Option (Right to Buy)	\$ 25.425	02/13/2006	M	1,166	10/18/2003	10/17/2012	Common Stock	1,166
Stock Option (Right to Buy)	\$ 25.425	02/13/2006	M	1,167	10/18/2004	10/17/2012	Common Stock	1,167
Stock Option (Right to Buy)	\$ 25.425	02/13/2006	M	1,167	10/18/2005	10/17/2012	Common Stock	1,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMUCKER RICHARD K STRAWBERRY LANE ORRVILLE, OH 44667	X			

Signatures

Louis E. Stellato,
Attorney-in-fact

02/14/2006

__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, 1,500 are restricted.
 - (2) Of shares listed, 101.2039 are owned pursuant to the Divident Reinvestment Plan per the trustee's most recent statement.
 - (3) Shares listed are owned pursuant to the Director Deferred Fee Plan, which includes shares acquired pursuant to the dividend reinvestment feature of such Plan.

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