

SHERWIN WILLIAMS CO
Form 4
May 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
HOPKINS THOMAS E

(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)

05/12/2006

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)

Sr. VP-Human Resources

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	(D)	Price
Common Stock	05/12/2006		M		290	A	\$ 27.75
					60,474	(1)	D
Common Stock	05/12/2006		M		16,742	A	\$ 32.2813
					77,216	(1)	D
Common Stock	05/12/2006		M		5,886	A	\$ 24.305
					83,102	(1)	D
Common Stock	05/12/2006		M		2,600	A	\$ 25.425
					85,702	(1)	D
Common Stock	05/12/2006		F		1,327	D	\$ 49.8
					84,375	(1)	D

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Common Stock	05/12/2006	S	718	D	\$ 50.13	83,657 ⁽¹⁾	D	
Common Stock	05/12/2006	S	22,200	D	\$ 50.11	61,457 ⁽¹⁾	D	
Common Stock						26,099.941 ⁽²⁾	I	Stock Plan

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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	05/12/2006		M	290	01/29/1998 01/28/2007	Common Stock	290	
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	6,333	07/16/1998 07/15/2007	Common Stock	6,333	
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	5,738	07/16/1999 07/15/2007	Common Stock	5,738	
Employee Stock Option (Right to Buy)	\$ 32.2813	05/12/2006		M	4,671	07/16/2000 07/15/2007	Common Stock	4,671	

