Edgar Filing: HENNESSY SEAN P - Form 4

HENNESSY Form 4											
February 14, FORM										PPROVAL	
	SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 10 Form 4 or	er STATEN 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average irs per 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
HENNESSY SEAN P Symbol			Symbol	Name and			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	SHERWIN WILLIAMS CO [SHW] 3. Date of Earliest Transaction (Check					k all applicable)			
			(Month/Da 02/12/20	onth/Day/Year) /12/2013				Director 10% Owner XOfficer (give title Other (specify below) below) Other (specify below) Sr. VP-Finance and CFO			
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CLEVELAN	ND, OH 44115							Person	viore than One K	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		emed on Date, if Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	5. Ownership Form: Direct D) or Indirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/12/2013			A <u>(1)</u>	6,750	А	\$0	81,312 <u>(2)</u>	D		
Common Stock								18,165.74 <u>(3)</u>	Ι	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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities (. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Toportung of the read of the sec	Director	10% Owner	Officer	Other			
HENNESSY SEAN P 101 WEST PROSPECT AVENUE CLEVELAND, OH 44115			Sr. VP-Finance and CFO				
Signatures							
Catherine M. Kilbane,	ſ	02/14/2012					

02/14/2013

Date

**Signature of Reporting Person

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) Grant of restricted stock under the 2006 Equity and Performance Incentive Plan.
- (2) Of shares listed, 44,960 are restricted.

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 12/31/12 statement. Shares of common stock

(3) Sherwin-winnans company Employee stock Furthase and Savings Fian per the trustee's 12/51/12 statement. Shares of common stock and a small percentage of short-term investments. Participants acquire units of this fund.

Remarks:

Attorney-in-fact

Exhibit 24, Power of Attorney, is attached.

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.