

SHERWIN WILLIAMS CO
Form 4
February 09, 2017

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 *
Mistysyn Allen J

(Last) (First) (Middle)
101 W. PROSPECT AVENUE
(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)
02/08/2017

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)
SVP - Finance & CFO

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 or Price		
Common Stock	02/08/2017		M ⁽¹⁾		815 A \$ 154.4325	1,980	I By spouse
Common Stock	02/08/2017		M ⁽¹⁾		591 A \$ 180.46	2,571	I By spouse
Common Stock	02/08/2017		M ⁽¹⁾		186 A \$ 227.73	2,757	I By spouse
Common Stock	02/08/2017		S		186 D \$ 302.22	2,571	I By spouse
Common Stock	02/08/2017		S		956 D \$ 303.74	1,615 ⁽²⁾	I By spouse

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Common Stock	9,861 ⁽³⁾	D	
Common Stock	91.38 ⁽⁴⁾	I	Stock Plan
Common Stock	3,631.17 ⁽⁵⁾	I	Stock Plan

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.

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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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 154.4325	02/08/2017		M	327	10/17/2014 10/16/2022	Common Stock	327
Employee Stock Option (Right to Buy)	\$ 154.4325	02/08/2017		M	488	10/17/2015 10/16/2022	Common Stock	488
Employee Stock Option (Right to Buy)	\$ 180.46	02/08/2017		M	136	10/16/2014 10/15/2023	Common Stock	136
Employee Stock Option	\$ 180.46	02/08/2017		M	136	10/16/2015 10/15/2023	Common Stock	136

