

SHERWIN WILLIAMS CO

Form 8-K

September 17, 2007

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 17, 2007

**The Sherwin-Williams Company**  
(Exact Name of Registrant as Specified in Charter)

**Ohio**  
(State or Other Jurisdiction  
of Incorporation)

**1-04851**  
(Commission  
File Number)

**34-0526850**  
(IRS Employer  
Identification No.)

**101 Prospect Avenue, N.W.**  
**Cleveland, Ohio**

(Address of Principal  
Executive Offices)

**44115**  
(Zip Code)

**(216) 566-2000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On September 17, 2007, The Sherwin-Williams Company ( Sherwin-Williams ) entered into Five Year Credit Agreement Amendment No. 1 (the Amendment No. 1 ) with Citicorp USA, Inc. ( CUSA ), as administrative agent and issuing bank, the Lenders from time to time party thereto, and The Bank of New York ( BONY ), as paying agent. Amendment No. 1 amends the Five Year Credit Agreement (the Credit Agreement ), dated August 28, 2007, among Sherwin-Williams, CUSA, as administrative agent and issuing bank, the Lenders from time to time party thereto, and BONY, as paying agent. The primary purpose of Amendment No. 1 is to increase the amount available for borrowing and obtaining the issuance, renewal, extension and increase of a letter of credit by \$100 million up to an aggregate availability of \$150 million.

No borrowings have been made, and no letter of credit has been issued, under the Credit Agreement.

The foregoing description of Amendment No. 1 does not purport to be complete and is qualified in its entirety by reference to the full text of Amendment No. 1, a copy of which is filed as Exhibit 4 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this report:

Exhibit No. Exhibit Description

4	Five Year Credit Agreement Amendment No. 1, dated as of September 17, 2007, by and among The Sherwin-Williams Company, Citicorp USA, Inc., as administrative agent and issuing bank, the Lenders from time to time party thereto, and The Bank of New York, as paying agent (filed herewith).
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE SHERWIN-WILLIAMS COMPANY**

September 17, 2007

By: /s/ L.E. Stellato  
L.E. Stellato  
Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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