

SHERWIN WILLIAMS CO
Form 4
January 31, 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)

01/27/2017

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	(D)	Price		
Common Stock	01/27/2017		M ⁽¹⁾		38	A	\$ 127.985 703	I	By spouse
Common Stock	01/27/2017		M ⁽¹⁾		500	A	\$ 154.4325 1,203	I	By spouse
Common Stock	01/27/2017		M ⁽¹⁾		367	A	\$ 180.46 1,570	I	By spouse
Common Stock	01/27/2017		M ⁽¹⁾		221	A	\$ 227.73 1,791	I	By spouse
Common Stock	01/27/2017		M ⁽¹⁾		204	A	\$ 239.55 1,995	I	By spouse

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Common Stock	01/27/2017	S	425	D	\$ 304.76 (2)	1,570	I	By spouse
Common Stock	01/27/2017	S	405	D	\$ 306.8	1,165 (3)	I	By spouse
Common Stock						9,861 (4)	D	
Common Stock						91.38 (5)	I	Stock Plan
Common Stock						3,631.17 (6)	I	Stock 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
Employee Stock Option (Right to Buy)	\$ 127.985	01/27/2017		M	13	07/17/2013 07/16/2022	Common Stock	13
Employee Stock Option (Right to Buy)	\$ 127.985	01/27/2017		M	12	07/17/2014 07/16/2022	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 127.985	01/27/2017		M	13	07/17/2015 07/16/2022	Common Stock	13

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Buy)										
Employee Stock Option (Right to Buy)	\$ 154.4325	01/27/2017	M	339	10/17/2013	10/16/2022	Common Stock	339		
Employee Stock Option (Right to Buy)	\$ 154.4325	01/27/2017	M	161	10/17/2014	10/16/2022	Common Stock	161		
Employee Stock Option (Right to Buy)	\$ 180.46	01/27/2017	M	184	10/16/2014	10/15/2023	Common Stock	184		
Employee Stock Option (Right to Buy)	\$ 180.46	01/27/2017	M	183	10/16/2015	10/15/2023	Common Stock	183		
Employee Stock Option (Right to Buy)	\$ 227.73	01/27/2017	M	204	10/22/2015	10/21/2024	Common Stock	204		
Employee Stock Option (Right to Buy)	\$ 227.73	01/27/2017	M	17	10/22/2016	10/21/2024	Common Stock	17		
Employee Stock Option (Right to Buy)	\$ 239.55	01/27/2017	M	204	10/16/2016	10/15/2025	Common Stock	204		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mistysyn Allen J 101 W. PROSPECT AVENUE CLEVELAND, OH 44115			SVP - Finance & CFO	

Signatures

Catherine M. Kilbane,
Attorney-in-fact

01/31/2017

__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) Employee stock option of the reporting person's spouse granted prior to their marriage in late 2016.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$304.66 to \$304.87 inclusive. The reporting person undertakes to provide to The Sherwin-Williams Company, any security holder of The Sherwin-Williams Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(3) Of shares listed, 570 are restricted stock and 95 are restricted stock units, which were acquired by the reporting person's spouse prior to their marriage in late 2016. The reporting person disclaims beneficial ownership of the shares held by his spouse.

(4) Of shares listed, 1,750 are restricted stock and 1,050 are restricted stock units.

(5) Represents the number of shares of common stock attributable to the reporting person's participation in The Sherwin-Williams Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement.

Represents the number of shares of common stock attributable to the reporting person's spouse's participation in The Sherwin-Williams

(6) Company Employee Stock Purchase and Savings Plan per the trustee's 12/31/2016 statement. The reporting person disclaims beneficial ownership of the shares held by his spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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