

CONNOR CHRISTOPHER M
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
CONNOR CHRISTOPHER M

2. Issuer Name and Ticker or Trading Symbol
SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 PROSPECT AVENUE, N.W.

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
CLEVELAND, OH 44115

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	10/05/2006		M		35,556	A	\$ 29.0313
							402,371.067 (1)
Common Stock	10/05/2006		M		94,905	A	\$ 19.625
							497,276.067 (1)
Common Stock	10/05/2006		M		100,000	A	\$ 20.25
							597,276.067 (1)
Common Stock	10/05/2006		S(2)		3,300	D	\$ 56.5
							593,976.067 (1)
Common Stock	10/05/2006		S(2)		300	D	\$ 56.57
							593,676.067 (1)

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Common Stock	10/05/2006	<u>S(2)</u>	100	D	\$ 56.58	<u>593,576.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	100	D	\$ 56.59	<u>593,476.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	200	D	\$ 56.63	<u>593,276.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	300	D	\$ 56.65	<u>592,976.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	300	D	\$ 56.66	<u>592,676.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	300	D	\$ 56.67	<u>592,376.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	500	D	\$ 56.68	<u>591,876.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	21,261	D	\$ 56.69	<u>570,615.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	1,900	D	\$ 56.7	<u>568,715.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	600	D	\$ 56.71	<u>568,115.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	2,000	D	\$ 56.72	<u>566,115.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	5,500	D	\$ 56.73	<u>560,615.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	2,100	D	\$ 56.74	<u>558,515.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	81,000	D	\$ 56.75	<u>477,515.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	2,100	D	\$ 56.76	<u>475,415.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	32,000	D	\$ 56.77	<u>443,415.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	1,800	D	\$ 56.78	<u>441,615.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	2,500	D	\$ 56.79	<u>439,115.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	2,100	D	\$ 56.8	<u>437,015.067</u> (1)	D
Common Stock	10/05/2006	<u>S(2)</u>	900	D	\$ 56.81	<u>436,115.067</u> (1)	D
	10/05/2006	<u>S(2)</u>	1,600	D	\$ 56.82		D

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Common Stock						434,515.067 <u>(1)</u>	
Common Stock	10/05/2006	S ⁽²⁾	900	D	\$ 56.83	433,615.067 <u>(1)</u>	D
Common Stock	10/05/2006	S ⁽²⁾	1,500	D	\$ 56.84	432,115.067 <u>(1)</u>	D
Common Stock	10/05/2006	S ⁽²⁾	1,700	D	\$ 56.85	430,415.067 <u>(1)</u>	D
Common Stock	10/05/2006	S ⁽²⁾	15,500	D	\$ 56.86	414,915.067 <u>(1)</u>	D

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)	
					V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 29.0313	10/05/2006		M	13,000	02/04/1999	02/03/2008	Common Stock	13,000
Employee Stock Option (Right to Buy)	\$ 29.0313	10/05/2006		M	13,000	02/04/2000	02/03/2008	Common Stock	13,000
Employee Stock Option (Right to Buy)	\$ 29.0313	10/05/2006		M	9,556	02/04/2001	02/03/2008	Common Stock	9,556
Employee Stock	\$ 20.25	10/05/2006		M	100,000	10/22/2000	10/21/2009	Common Stock	100,000

Option
(Right to
Buy)

Employee
Stock

Option \$ 19.625 10/05/2006
(Right to
Buy)

M 33,333 10/19/2002 10/18/2010

Common
Stock 33,333

Employee
Stock

Option \$ 19.625 10/05/2006
(Right to
Buy)

M 61,572 10/19/2003 10/18/2010

Common
Stock 61,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOR CHRISTOPHER M 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115	X		Chairman, President and CEO	

Signatures

Louis E. Stellato,
Attorney-in-fact 10/10/2006

 **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) Of shares listed, 310,750 are restricted and 505.067 are owned pursuant to the Dividend Reinvestment Plan per the trustee's 9/30/06 statement.
 - (2) The reported sale was made pursuant to a pre-arranged trading plan previously adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.

Remarks:

This is the first of two Forms 4 filed by the Reporting Person on the same date.

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.