

SHERWIN WILLIAMS CO  
Form 8-K  
July 17, 2008

**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): July 11, 2008**

**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 1.02. Termination of a Material Definitive Agreement.**

On July 11, 2008, The Sherwin-Williams Company ( Sherwin-Williams ) terminated its \$500 million accounts receivable securitization borrowing facility. The facility was entered into effective February 1, 2006 pursuant to (a) a Purchase and Contribution Agreement (the Purchase Agreement ), dated as of February 1, 2006, between Sherwin-Williams and SWC Receivables Funding LLC ( SWC ) and (b) a Loan and Servicing Agreement (as amended, the Servicing Agreement ), dated as of February 1, 2006, among Sherwin-Williams, as servicer; SWC, as borrower; CIESCO, LLC, as conduit lender; Citicorp North America, Inc., as program agent; and the lenders party thereto. The facility enabled SWC to borrow up to \$500 million secured by the granting of a security interest in certain eligible accounts receivable and related security. The facility had a scheduled commitment termination date of February 20, 2009. There were no outstanding borrowings under the facility at the time it was terminated. Sherwin-Williams incurred no early termination penalties as a result of the termination.

The Purchase Agreement and the Servicing Agreement were filed as Exhibits 4(a) and 4(b), respectively, to Sherwin-Williams Current Report on Form 8-K, dated February 1, 2006.

**Item 2.02. Results of Operations and Financial Condition.**

On July 17, 2008, Sherwin-Williams issued a press release announcing its financial results for the second quarter ended June 30, 2008 and certain other information. A copy of this press release is furnished with this Report as Exhibit 99 and is incorporated herein by reference.

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

(d) Exhibits.

The following Exhibit is furnished with this Report:

Exhibit No.	Exhibit Description
99	Press Release of The Sherwin-Williams Company, dated July 17, 2008.

**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**

July 17, 2008

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

**EXHIBIT INDEX**

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