

SHERWIN WILLIAMS CO
Form 4
December 09, 2004

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 *
MORIKIS JOHN G

(Last) (First) (Middle)

101 PROSPECT AVENUE, N.W.

(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)

12/08/2004

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)

President, Paint Stores Group

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	12/08/2004		M		4,710	A	\$ 27.75
					76,668	(1)	D
Common Stock	12/08/2004		M		5,011	A	\$ 29.0313
					81,679	(1)	D
Common Stock	12/08/2004		M		829	A	\$ 33.0625
					82,508	(1)	D
Common Stock	12/08/2004		M		46,114	A	\$ 24.305
					128,622	(1)	D
Common Stock					12,500.31	(2)	I
							Stock Plan

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,376		01/29/1998	01/28/2007	Common Stock	1,376
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,666		01/29/1999	01/28/2007	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 27.75	12/08/2004		M		1,668		01/29/2000	01/28/2007	Common Stock	1,668
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M		661		02/04/1999	02/03/2008	Common Stock	661
Employee Stock Option (Right to Buy)	\$ 29.0313	12/08/2004		M		1,850		02/04/2000	02/03/2008	Common Stock	1,850
Employee Stock Option	\$ 29.0313	12/08/2004		M		2,500		02/04/2001	02/03/2008	Common Stock	2,500

