

SHERWIN WILLIAMS CO

Form 4

April 25, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KILBANE CATHERINE M**

(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)

04/21/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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	(A) or (D)	Price		
Common Stock	04/21/2017		M		10,000	A	\$ 157.9	16,635	D
Common Stock	04/21/2017		M		7,500	A	\$ 180.46	24,135	D
Common Stock	04/21/2017		M		4,600	A	\$ 227.73	28,735	D
Common Stock	04/21/2017		M		2,434	A	\$ 239.55	31,169	D
Common Stock	04/21/2017		F		926	D	\$ 323.63	30,243	D

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Common Stock	04/21/2017	S	15,900	D	\$ (1)	324.28	14,343	D	
Common Stock	04/21/2017	S	6,735	D	\$ (2)	324.91	7,608 (3)	D	
Common Stock							170.59 (4)	I	Stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 157.9	04/21/2017		M		3,334		01/07/2014	01/06/2023	Common Stock	3,334
Employee Stock Option (Right to Buy)	\$ 157.9	04/21/2017		M		3,333		01/07/2015	01/06/2023	Common Stock	3,333
Employee Stock Option (Right to Buy)	\$ 157.9	04/21/2017		M		3,333		01/07/2016	01/06/2023	Common Stock	3,333
Employee Stock	\$ 180.46	04/21/2017		M		2,500		10/16/2014	10/15/2023	Common Stock	2,500

Option  
(Right to  
Buy)

Employee  
Stock

Option (Right to Buy)	\$ 180.46	04/21/2017	M	2,500	10/16/2015	10/15/2023	Common Stock	2,500
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Employee  
Stock

Option (Right to Buy)	\$ 180.46	04/21/2017	M	2,500	10/16/2016	10/15/2023	Common Stock	2,500
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Employee  
Stock

Option (Right to Buy)	\$ 227.73	04/21/2017	M	2,300	10/22/2015	10/21/2024	Common Stock	2,300
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Employee  
Stock

Option (Right to Buy)	\$ 227.73	04/21/2017	M	2,300	10/22/2016	10/21/2024	Common Stock	2,300
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Employee  
Stock

Option (Right to Buy)	\$ 239.55	04/21/2017	M	2,434	10/16/2016	10/15/2025	Common Stock	2,434
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KILBANE CATHERINE M 101 W. PROSPECT AVENUE CLEVELAND, OH 44115			SVP, Gen. Counsel & Secretary	

## Signatures

Catherine M. Kilbane	04/25/2017
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\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$323.73 to \$324.72 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$324.73 to \$325.14 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, 2,400 are restricted stock units.

(4) 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 3/31/2017 statement.

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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