

CRONIN JANE M.
Form 4
November 27, 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 *
CRONIN JANE M.

2. Issuer Name and Ticker or Trading Symbol

SHERWIN WILLIAMS CO [SHW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)

SVP - Corporate Controller

(Last) (First) (Middle)

101 W. PROSPECT AVENUE

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

11/22/2017

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

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

CLEVELAND, OH 44115

(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 | 11/22/2017 | | M | | 540 A \$ 180.46 | 3,878 | D |
| Common Stock | 11/22/2017 | | M | | 351 A \$ 227.73 | 4,229 | D |
| Common Stock | 11/22/2017 | | M | | 94 A \$ 239.55 | 4,323 | D |
| Common Stock | 11/22/2017 | | F | | 249 D \$ 390.3 | 4,074 | D |
| Common Stock | 11/22/2017 | | F | | 204 D \$ 390.36 | 3,870 | D |

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| | | | | | | | | |
|--------------|------------|---|----|---|-----------|-------------------------|---|------------|
| Common Stock | 11/22/2017 | F | 57 | D | \$ 390.51 | 3,813 ⁽¹⁾ | D | |
| Common Stock | | | | | | 2,306.08 ⁽²⁾ | 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) | \$ 180.46 | 11/22/2017 | | M | 540 | 10/16/2016 10/15/2023 | Common Stock | 540 |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 11/22/2017 | | M | 11 | 10/22/2016 10/21/2024 | Common Stock | 11 |
| Employee Stock Option (Right to Buy) | \$ 227.73 | 11/22/2017 | | M | 340 | 10/22/2017 10/21/2024 | Common Stock | 340 |
| Employee Stock Option (Right to Buy) | \$ 239.55 | 11/22/2017 | | M | 94 | 10/16/2017 10/15/2025 | Common Stock | 94 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRONIN JANE M. 101 W. PROSPECT AVENUE CLEVELAND, OH 44115 | | | SVP - Corporate Controller | |

Signatures

Stephen J. Perisutti,
Attorney-in-fact

11/27/2017

__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) Of shares listed, 160 are restricted stock units.
 - (2) 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 09/30/2017 statement.

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