

SHERWIN WILLIAMS CO  
Form 8-K  
February 16, 2012

**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): February 14, 2012**

**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.)

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**101 West Prospect Avenue**

**Cleveland, Ohio**  
**(Address of Principal**

**44115**  
**(Zip Code)**

**Executive Offices)**  
**(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 14, 2012, the Compensation and Management Development Committee of the Board of Directors of The Sherwin-Williams Company ( Sherwin-Williams ) approved a Form of Restricted Stock Grant (Performance and Time-Based) under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan (Amended and Restated as of April 21, 2010) (the Incentive Plan ). The Incentive Plan was approved by Sherwin-Williams shareholders at Sherwin-Williams 2010 Annual Meeting of Shareholders and is filed with the SEC. A copy of the Form of Restricted Stock Grant (Performance and Time-Based) is filed as Exhibit 10 to this Report and is incorporated herein by reference.

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

(d) Exhibits.

The following exhibit is filed with this report:

Exhibit No.	Exhibit Description
10	Form of Restricted Stock Grant (Performance and Time-Based) under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan (Amended and Restated as of April 21, 2010) (filed herewith).

**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**

February 16, 2012

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

**EXHIBIT INDEX**

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