

SHERWIN WILLIAMS CO
Form 8-K
April 25, 2011

**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): April 20, 2011

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 West Prospect Avenue
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 5.07. Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Shareholders of The Sherwin-Williams Company (Sherwin-Williams) was held on April 20, 2011. The final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting are set forth below.

Proposal 1. The shareholders fixed the number of directors of Sherwin-Williams at eleven and elected the following nominees as directors of Sherwin-Williams to serve until the next Annual Meeting of Shareholders and until their successors are elected. The voting results were as follows:

| Name | For | Withheld | Broker Non-Votes |
|-------------------|------------|-----------|---------------------|
| A.F. Anton | 83,432,225 | 1,333,283 | 6,963,967 |
| J.C. Boland | 83,865,738 | 899,770 | 6,963,967 |
| C.M. Connor | 82,558,649 | 2,206,859 | 6,963,967 |
| D.F. Hodnik | 83,891,225 | 874,283 | 6,963,967 |
| T.G. Kadien | 84,187,325 | 578,183 | 6,963,967 |
| S.J. Kropf | 82,820,962 | 1,944,546 | 6,963,967 |
| G.E. McCullough | 84,217,103 | 548,405 | 6,963,967 |
| A.M. Mixon, III | 82,005,127 | 2,760,381 | 6,963,967 |
| C.E. Moll | 79,355,777 | 5,409,731 | 6,963,967 |
| R.K. Smucker | 82,210,031 | 2,555,477 | 6,963,967 |
| J.M. Stropki, Jr. | 82,903,128 | 1,862,380 | 6,963,967 |

Proposal 2. The shareholders approved the advisory vote on executive compensation. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|---------------------|
| 80,677,388 | 3,069,949 | 1,018,171 | 6,963,967 |

Proposal 3. The shareholders approved, on an advisory basis, the holding of the advisory vote on executive compensation every year. The voting results were as follows:

| Every Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Votes |
|------------|------------------|------------------|---------|---------------------|
| 76,423,319 | 1,265,347 | 6,770,804 | 306,038 | 6,963,967 |

On April 20, 2011, following the Annual Meeting, the Board of Directors determined that the advisory vote on executive compensation would be held every year until the next vote on the frequency of such advisory votes.

Proposal 4. The shareholders approved and adopted an amendment to Sherwin-Williams Regulations. The voting results were as follows:

| | | |
|------------|------------|---------|
| For | Against | Abstain |
| 78,232,710 | 12,706,684 | 790,081 |

A copy of Sherwin-Williams Regulations, as amended and restated April 20, 2011, is attached hereto as Exhibit 3 and incorporated herein by reference.

Proposal 5. The shareholders approved the ratification of the appointment of Ernst & Young LLP as Sherwin-Williams independent registered public accounting firm for 2011. The voting results were as follows:

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 90,750,423 | 485,233 | 493,819 |

Proposal 6. The shareholders did not approve a shareholder proposal on majority voting. The voting results were as follows:

| | | | |
|------------|------------|-----------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 32,992,868 | 50,646,650 | 1,125,990 | 6,963,967 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is filed with this report:

| Exhibit No. | Exhibit Description |
|-------------|---|
| 3 | Regulations of The Sherwin-Williams Company, as amended and restated April 20, 2011 (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

April 25, 2011

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

EXHIBIT INDEX

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