

SHERWIN WILLIAMS CO  
Form SC 13D/A  
March 17, 2008

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1) \***

The Sherwin-Williams Company  
(Name of Issuer)

Common Stock, par value \$1.00 per share  
(Title of Class of Securities)

824348106  
(Cusip Number)

Mark C. Wehrly

Farallon Capital Management, L.L.C.

One Maritime Plaza, Suite 2100

San Francisco, California 94111

(415) 421-2132  
(Name, Address, and Telephone Number of Person

Authorized to Receive Notices and Communications)

## Edgar Filing: SHERWIN WILLIAMS CO - Form SC 13D/A

March 5, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Section 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

Page 1 of 33 Pages

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

\*\* The reporting persons making this filing hold an aggregate of 7,622,500 Shares, which is 6.3% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, 00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California  
NUMBER OF SOLE VOTING POWER

7

SHARES BENEFICIALLY OWNED BY EACH  
-0- SHARED VOTING POWER

8

1,024,100  
SOLE DISPOSITIVE POWER

9

EACH

-0-  
SHARED DISPOSITIVE POWER

**10**

REPORTING  
PERSON WITH

1,024,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**11**

1,024,100

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN SHARES (See Instructions)

**12**

[ ]

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**13**

0.9%

TYPE OF REPORTING PERSON (See Instructions)

**14**

PN

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

California  
NUMBER OF SOLE VOTING POWER

7

SHARES BENEFICIALLY OWNED BY EACH  
-0- SHARED VOTING POWER

8

992,600  
SOLE DISPOSITIVE POWER

9

EACH

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**992,600**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**992,600**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**0.8%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

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WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

	California	
NUMBER OF		SOLE VOTING POWER

7

SHARES		-0-
BENEFICIALLY		SHARED VOTING POWER

OWNED BY 8

		57,400
EACH	9	SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**57,400**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**57,400**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**0.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**



13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

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WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

73,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**73,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**73,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**0.1%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Tinicum Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

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WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

37,100  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**37,100**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**37,100**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**0.0%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

1,593,600 SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**1,593,600**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**1,593,600**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

[ ]

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**1.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**PN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Capital Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

3,844,200  
SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**  
**REPORTING  
PERSON WITH**

**3,844,200**  
**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,844,200**  
**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**3.2%**  
**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IA, OO**



13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

3,778,300  
SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**3,778,300**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**3,778,300**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**3.1%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**OO**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

William F. Duhamel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SEC USE ONLY

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SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Douglas M. MacMahon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

William F. Mellin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Stephen L. Millham

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Jason E. Moment

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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2

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

7,622,500 SOLE DISPOSITIVE POWER

EACH

9

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Ashish H. Pant

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

\*\* The reporting persons making this filing hold an aggregate of 7,622,500 Shares, which is 6.3% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

India  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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SOURCE OF FUNDS (See Instructions)

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-  
SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Derek C. Schrier

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Andrew J. M. Spokes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

NUMBER OF

SOLE VOTING POWER

7

SHARES BENEFICIALLY

-0- SHARED VOTING POWER

OWNED BY

8

7,622,500 SOLE DISPOSITIVE POWER

EACH

9

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**



13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Thomas F. Steyer

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b) \*\*

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CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States  
NUMBER OF

SOLE VOTING POWER

7

SHARES  
BENEFICIALLY

-0-  
SHARED VOTING POWER

OWNED BY

8

EACH

9

7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

**REPORTING  
PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**11**

**7,622,500**

**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

13D

CUSIP No. 824348106

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Mark C. Wehrly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

2

(b)  \*\*

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CITIZENSHIP OR PLACE OF ORGANIZATION

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United States  
NUMBER OF

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SHARES  
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-0-  
SHARED VOTING POWER

OWNED BY

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7,622,500  
SOLE DISPOSITIVE POWER

**-0-**  
**SHARED DISPOSITIVE POWER**

**10**

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PERSON WITH**

**7,622,500**

**AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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**CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES**

**CERTAIN SHARES (See Instructions)**

**12**

**[ ]**

**PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

**13**

**6.3%**

**TYPE OF REPORTING PERSON (See Instructions)**

**14**

**IN**

## Edgar Filing: SHERWIN WILLIAMS CO - Form SC 13D/A

This Amendment No. 1 to Schedule 13D amends the Schedule 13D initially filed on February 4, 2008 (collectively, with all amendments thereto, the "Schedule 13D").

### Item 3. Source And Amount Of Funds And Other Consideration

Item 3 of the Schedule 13D is amended and supplemented by the following:

The net investment cost (including commissions) for the Shares acquired by each of the Farallon Funds and the Managed Account since the filing of the prior Schedule 13D is set forth below:

<u>Entity</u>	<u>Shares Acquired</u>	<u>Approximate Net Investment Cost</u>
FCP	250,700	\$13,283,196.22
FCIP	218,500	\$11,576,195.78
FCIP II	6,800	\$357,944.94
FCIP III	13,600	\$721,693.68
Tinicum	4,100	\$223,185.99
FCOI II	222,200	\$11,764,191.54
Managed Account	469,100	\$24,892,941.19

The consideration for such acquisitions was obtained as follows: (i) with respect to FCIP, FCIP II and FCIP III, from working capital; (ii) with respect to FCP, Tinicum and FCOI II from working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by FCP, Tinicum and FCOI II at Goldman, Sachs & Co.; and (iii) with respect to the Managed Account, from the working capital of the Managed Account and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by the Managed Account at Goldman, Sachs & Co., FCP, Tinicum, FCOI II and the Managed Account hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

### Item 5. Interest In Securities Of The Issuer

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a) The Farallon Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 120,283,045 Shares outstanding as of February 29, 2008 as reported by the Company in its Proxy Statement on Form DEF14A dated March 5, 2008 filed with the Securities and Exchange Commission on March 5, 2008.

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- (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Farallon Funds since the filing of the prior Schedule 13D are set forth on Schedules A-F hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
  - (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
  - (e) Not applicable.
- (b) The Management Company
- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
  - (c) The trade dates, number of Shares purchased or sold and the price per Share (including commissions) for all purchases and sales of the Shares by the Management Company on behalf of the Managed Account since the filing of the prior Schedule 13D are set forth on Schedule G hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
  - (d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of the Management Company.
  - (e) Not applicable.
- (c) The Farallon General Partner
- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.
  - (c) None.
  - (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Farallon Individual Reporting Persons are managing members of the Farallon General Partner.
  - (e) Not applicable.
- (d) The Farallon Individual Reporting Persons



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- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.
- (c) None.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all the Shares held by the Managed Account as reported herein. The Farallon Individual Reporting Persons are managing members of both the Farallon General Partner and the Management Company.
- (e) Not applicable.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Account are owned directly by the Managed Account. The Management Company, as investment adviser to the Managed Account, may be deemed to be the beneficial owner of all such Shares owned by the Managed Account. The Farallon General Partner, as general partner to the Farallon Funds, may be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Farallon Funds and the Managed Account. **Each of the Management Company, the Farallon General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**



**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2008

/s/ Monica R. Landry

FARALLON PARTNERS, L.L.C.,

On its own behalf and

as the General Partner of

FARALLON CAPITAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,

FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,

TINICUM PARTNERS, L.P. and

FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry,

Managing Member

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of William F. Duhamel, Richard B. Fried, Douglas M. MacMahon, William F. Mellin, Stephen L. Millham, Jason E. Moment, Ashish H. Pant, Rajiv A. Patel, Derek C. Schrier, Andrew J. M. Spokes, Thomas F. Steyer and Mark C. Wehrly

Edgar Filing: SHERWIN WILLIAMS CO - Form SC 13D/A

The Power of Attorney executed by each of Duhamel, Fried, MacMahon, Mellin, Millham, Moment, Pant, Patel, Schrier, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2007 by such Reporting Person with respect to the Common Stock of Armor Holdings, Inc., is hereby incorporated by reference. The Power of Attorney executed by Spokes authorizing Landry to sign and file this Schedule 13D on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2007 by such Reporting Person with respect to the Common Stock of Global Gold Corporation, is hereby incorporated by reference.

Page 26 of 33 Pages

**SCHEDULE A****FARALLON CAPITAL PARTNERS, L.P.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	17,100	55.64
2/8/2008	18,600	55.47
2/15/2008	3,100	53.04
2/15/2008	2,300	53.78
2/15/2008	14,500	53.05
2/19/2008	21,200	53.38
2/25/2008	19,800	55.22
2/26/2008	19,800	54.96
2/29/2008	700	52.49
2/29/2008	20,200	53.02
3/4/2008	42,600	51.11
3/5/2008	29,000	51.75
3/5/2008	800	51.19
3/5/2008	21,000	51.75
3/6/2008	20,000	50.81

**SCHEDULE B****FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	16,200	55.64
2/8/2008	15,300	55.47
2/15/2008	2,900	53.04
2/15/2008	2,200	53.78
2/15/2008	13,500	53.05
2/19/2008	19,000	53.38
2/25/2008	15,700	55.22
2/26/2008	17,100	54.96
2/29/2008	600	52.49
2/29/2008	17,600	53.02
3/4/2008	34,400	51.11
3/5/2008	26,000	51.75
3/5/2008	700	51.19
3/5/2008	18,800	51.75
3/6/2008	18,500	50.81

**SCHEDULE C**

**FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	200	55.64
2/8/2008	200	55.47
2/15/2008	200	53.05
2/19/2008	200	53.38
2/25/2008	700	55.22
2/26/2008	700	54.96
2/29/2008	700	53.02
3/4/2008	1,500	51.11
3/5/2008	1,000	51.75
3/5/2008	700	51.75
3/6/2008	700	50.81

**SCHEDULE D****FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	1,100	55.64
2/8/2008	1,100	55.47
2/15/2008	200	53.04
2/15/2008	200	53.78
2/15/2008	1,000	53.05
2/19/2008	1,500	53.38
2/25/2008	900	55.22
2/26/2008	900	54.96
2/29/2008	1,100	53.02
3/4/2008	2,100	51.11
3/5/2008	1,500	51.75
3/5/2008	1,000	51.75
3/6/2008	1,000	50.81

**SCHEDULE E**

**TINICUM PARTNERS, L.P.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	600	55.64
2/8/2008	600	55.47
2/15/2008	100	53.04
2/15/2008	100	53.78
2/15/2008	500	53.05
2/19/2008	500	53.38
2/25/2008	600	55.22
2/26/2008	600	54.96
2/29/2008	500	53.02

**SCHEDULE F****FARALLON CAPITAL OFFSHORE INVESTORS II, L.L.C.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	15,500	55.64
2/8/2008	15,500	55.47
2/15/2008	2,700	53.04
2/15/2008	2,000	53.78
2/15/2008	12,500	53.05
2/19/2008	18,700	53.38
2/25/2008	17,300	55.22
2/26/2008	16,900	54.96
2/29/2008	600	52.49
2/29/2008	17,200	53.02
3/4/2008	38,300	51.11
3/5/2008	26,000	51.75
3/5/2008	700	51.19
3/5/2008	18,800	51.75
3/6/2008	19,500	50.81



**SCHEDULE G****FARALLON CAPITAL MANAGEMENT, L.L.C.**

	NO. OF SHARES	PRICE
<u>TRADE DATE</u>	<u>PURCHASED</u>	<u>PER SHARE (\$)</u>
2/6/2008	39,300	55.64
2/8/2008	38,700	55.47
2/15/2008	7,800	53.04
2/15/2008	5,800	53.78
2/15/2008	36,000	53.05
2/19/2008	36,300	53.38
2/25/2008	35,000	55.22
2/26/2008	34,000	54.96
2/29/2008	1,100	52.49
2/29/2008	34,700	53.02
3/4/2008	72,400	51.11
3/5/2008	51,500	51.75
3/5/2008	1,500	51.19
3/5/2008	37,200	51.75
3/6/2008	37,800	50.81

