

SHERWIN WILLIAMS CO  
Form 8-K  
January 11, 2010

**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): January 8, 2010**

**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 Prospect Avenue, N.W.  
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 1.01. Entry into a Material Definitive Agreement.**

On January 8, 2010, The Sherwin-Williams Company ( Sherwin-Williams ) entered into a new three-year \$500 million Credit Agreement (the New Credit Agreement ) with a syndicate of lenders, including JPMorgan Chase Bank, N.A. and Citibank, N.A., as co-documentation agents, Bank of America, N.A., as administrative agent, and Wells Fargo Bank, N.A., as syndication agent. The New Credit Agreement provides that Sherwin-Williams may increase the size of the facility, subject to the discretion of each lender to participate in such increase, up to an aggregate amount of \$750 million. The New Credit Agreement will mature on January 8, 2013 and provides Sherwin-Williams with the right to request that the lenders extend the maturity date for two additional periods of one year each. The New Credit Agreement may be used for general corporate purposes, including to finance working capital requirements and to support commercial paper borrowings.

The New Credit Agreement replaces Sherwin-Williams \$845 million Five-Year Competitive Advance and Revolving Credit Facility Agreement, dated as of July 19, 2004, as amended and restated as of July 20, 2005 and further amended and restated as of December 8, 2005 (the Prior Credit Agreement ), among Sherwin-Williams, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent, as amended. The Prior Credit Agreement was terminated effective January 8, 2010 and was scheduled to expire on July 20, 2010.

The New Credit Agreement contains representations, warranties, covenants and events of default substantially the same as those contained in the Prior Credit Agreement.

Certain of the lenders, as well as certain of their respective affiliates, have performed and may in the future perform for Sherwin-Williams and its subsidiaries, various commercial banking, investment banking, underwriting, trust services, financial advisory and other financial services, for which they have received and may in the future receive customary fees and expenses.

The foregoing description of the New Credit Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the New Credit Agreement, which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement.**

Effective January 8, 2010, the Prior Credit Agreement was terminated, and such facility had no outstanding borrowings at the time of its termination.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The information described in Item 1.01 above relating to the New Credit Agreement is incorporated herein by reference into this Item 2.03. As of the date of this report, Sherwin-Williams had no outstanding borrowings under the New Credit Agreement.

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

(d) Exhibits.

The following exhibit is filed with this report:

Exhibit No.	Exhibit Description
4.1	Credit Agreement, dated as of January 8, 2010, among Sherwin-Williams, the lenders party thereto, JPMorgan Chase Bank, N.A. and Citibank, N.A., as co-documentation agents, Bank of America, N.A., as administrative agent, and Wells Fargo Bank, N.A., as syndication agent.

**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**

January 11, 2010

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

3

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**EXHIBIT INDEX**

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