



02040923

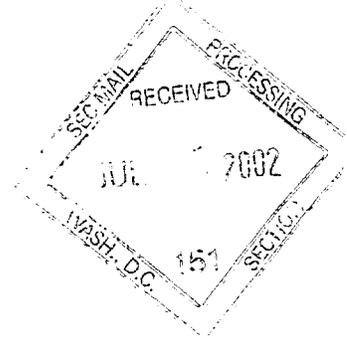
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

PROCESSED

JUL 05 2002

THOMSON FINANCIAL P

FORM 11-K



ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-4851

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: THE SHERWIN-WILLIAMS COMPANY, 101 PROSPECT AVENUE, N.W., CLEVELAND, OHIO 44115

PAGE 1 OF 17
EXHIBIT INDEX
APPEARS ON
PAGE 14

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2001 AND 2000
AND
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2001

FOR

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN
CLEVELAND, OHIO

ANNUAL REPORT ON FORM 11-K**

Report of Independent Auditors

Administrative Committee of
The Sherwin-Williams Company
Employee Stock Purchase and Savings Plan
Cleveland, Ohio

We have audited the accompanying statements of net assets available for benefits of The Sherwin-Williams Company Employee Stock Purchase and Savings Plan as of December 31, 2001 and 2000, and the related statement of changes in net assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The Sherwin-Williams Company Employee Stock Purchase and Savings Plan at December 31, 2001 and 2000, and the changes in net assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2001, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statements of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. These supplemental schedules and fund information are the responsibility of the Plan's management. The supplemental schedules and fund information have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Cleveland, Ohio
June 25, 2002

Ernst + Young LLP

ANNUAL REPORT

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

December 31, 2001 and 2000

The following financial statements and other information of The Sherwin-Williams Company Employee Stock Purchase and Savings Plan ("the Plan") are included herewith:

Statements of net assets available for benefits--December 31, 2001 and 2000
Statement of changes in net assets available for benefits--Year ended December 31, 2001
Notes to financial statements

The following supplemental schedules of the Plan included in the Annual Report of the Plan on Form 5500 filed with the Internal Revenue Service for the year ended December 31, 2001 are included herewith:

Schedule H, Line 4:

- (i)--Schedule of Assets (Held at End of Year)--The Sherwin-Williams Company
Employee Stock Purchase and Savings Plan
- (j)--Schedule of Reportable Transactions--The Sherwin-Williams Company Employee
Stock Purchase and Savings Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

	December 31, 2001				December 31, 2000				
	Non-Participant Directed		Participant Directed		Non-Participant Directed		Participant Directed		
	Company Stock Fund	Government Fund	Diversified Investments	Loan Activity	Company Stock Fund	Government Fund	Diversified Investments	Loan Activity	
				Unallocated	Total			Total	
NET ASSETS AVAILABLE FOR BENEFITS									
Investments, at fair value:									
Common stock	\$ 636,170,347				\$ 636,170,347	\$ 667,094,782			\$ 667,094,782
Preferred stock				\$ 168,304,812	168,304,812				
Mutual funds			\$ 25,233,614		25,233,614		\$ 27,398,918		27,398,918
Fidelity Institutional Short-Intermediate Government Fund		\$ 21,173,091			21,173,091			\$ 18,826,952	18,826,952
Participant loans receivable	46,737,006				46,737,006	7,378,269		\$ 16,593,659	16,593,659
Cash									7,378,269
Contributions receivable from The Sherwin-Williams Company	17,030,000				17,030,000	17,459,275			17,459,275
Note payable to The Sherwin-Williams Company				(168,304,812)	(168,304,812)				
Net assets available for benefits	\$ 699,937,353	\$ 21,173,091	\$ 25,233,614	\$ -	\$ 763,777,578	\$ 691,932,326	\$ 18,826,952	\$ 16,593,659	\$ 754,751,855

See notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS, WITH FUND INFORMATION

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

	Year ended December 31, 2001					
	Non-Participant Directed Company Stock Fund	Participant Directed			Unallocated	Total
		Government Fund	Diversified Investments	Loan Activity		
Increases in net assets available for benefits:						
Investment income	\$ 2,402,928	\$ 1,169,397	\$ 1,110,215	\$ 1,530,853	\$ 6,213,393	
Dividends on preferred stock	26,050,143	2,926,477			5,652,110	
Contribution from participants	24,357,345				43,587,842	
Contribution from The Sherwin-Williams Company					33,144,489	
Forgiveness of unpaid interest on note payable	52,810,416	4,095,874	1,110,215	1,530,853	5,510,598	
				34,561,074	94,108,432	
Transfer from Norfolk Paint Company 401(k) Plan		179,158	1,893,066	44,747	2,116,971	
Decreases in net assets available for benefits:						
Benefits paid directly to participants	92,322,317	2,470,529	5,827,201	1,118,891	101,738,938	
Interest expense on note payable	86,951		316		11,162,708	
Fees	92,409,268	2,470,529	5,827,517	1,118,891	87,267	
				11,162,708	112,988,913	
Net realized and unrealized appreciation (depreciation) in fair value of investments	27,399,973	422,902	(2,033,642)		25,789,233	
Participant directed transfers, net	(3,194,460)	118,734	2,692,574	383,152		
Transfers from unallocated to participants	23,398,366			(23,398,366)		
Net increase (decrease)	8,005,027	2,346,139	(2,165,304)	839,861	9,025,723	
Net assets available for benefits:						
Beginning of year	691,932,326	18,826,952	27,398,918	16,593,659	754,751,855	
End of year	\$ 699,937,353	\$ 21,173,091	\$ 25,233,614	\$ 17,433,520	\$ 763,777,578	

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

December 31, 2001 and 2000

NOTE A--SIGNIFICANT ACCOUNTING POLICIES

The accounts of the Plan are reported on the accrual basis. The Company Stock Fund consists of common stock of The Sherwin-Williams Company (the "Company"), purchased by Fidelity Investments® (the "Trustee"), and cash. The shares of common stock held by the Trustee are blended with cash to create units of the Company Stock Fund. The Government Fund consists of units of the Fidelity Institutional Short-Intermediate Government Fund. Diversified Investments in the accompanying financial statements consist of units of the following mutual funds (collectively, the "Mutual Funds"): Fidelity Retirement Government Money Market Portfolio, Fidelity Managed Income Portfolio II, Fidelity Puritan® Fund, Fidelity Equity-Income Fund, Mutual Shares Fund A, Fidelity Diversified International Fund, Fidelity Freedom Income Fund®, Fidelity Freedom 2000 Fund®, Fidelity Freedom 2010 Fund®, Fidelity Freedom 2020 Fund®, Fidelity Freedom 2030 Fund®, Fidelity Freedom 2040 Fund®, Spartan® U.S. Equity Index Fund, Fidelity Contrafund® and Mutual Shares Fund I. An unallocated suspense account holds shares of preferred stock of the Company until compensation expense related to Plan contributions is earned at which time the preferred stock will be redeemed for cash to be used to purchase common stock of the Company on the open market that will be credited to members' accounts.

Investments are stated at fair value. Participant loans receivable are valued at their cost plus accrued interest which approximates fair value. Securities which are traded on a national securities exchange are valued at the last reported sales price on the last business day of the plan year; investments traded in the over-the-counter market and listed securities for which no sale was reported on the last day of the plan year are valued at an average of the last reported bid and ask prices. The investment in the convertible participating serial preferred stock is recorded at fair value, which is the Plan's best estimate based on the conversion and/or redemption transactions involving the convertible participating serial preferred stock, as fully described in the terms of such stock, and the resulting reduction of the note payable to the Company. Net realized and unrealized appreciation or depreciation in the fair value of investments represents the change in the difference between the aggregate fair value and the cost of the Plan's investments, including investments bought and sold as well as held during the year.

Distributions from Diversified Investments and the Government Fund for withdrawals or upon a member's termination of employment are made in cash at the market value as of the valuation date coinciding with or immediately preceding the distribution. A member may elect to receive distribution from the Company Stock Fund for withdrawals or upon a member's termination of

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

NOTE A--SIGNIFICANT ACCOUNTING POLICIES -- CONTINUED

employment in whole shares of stock determined as of the applicable valuation date. Fractional share interest is distributed in cash at the market value as of the stock transfer date. If such election is not made, distributions from the Company Stock Fund are made in cash.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

NOTE B--DESCRIPTION OF THE PLAN

The Plan is a defined contribution plan. Any salaried employee of the Company and any employee in a group of employees to which coverage has been extended on a non-discriminatory basis by the Board of Directors of the Company is eligible for membership in the Plan provided the employee: (a) is 18 years of age; (b) is not a member of a collective bargaining unit which is recognized by the Company on the later of the effective date of the Plan or the date coverage under the Plan is extended or is not a member of a collective bargaining unit which has agreed that the members of such bargaining unit shall no longer be eligible for membership in the Plan; and, (c) is employed in the United States or is a United States citizen if not employed therein. Salaried employees who work in a paint store or automotive branch and are paid on an hourly basis are not eligible for membership in the Plan unless such individual was a member of the Plan on January 1, 1992.

Eligible employees hired by the Company are automatically enrolled into the Plan at a pretax deferral rate of 3%, with contributions being 100% invested in the Company Stock Fund. All employees automatically enrolled into the Plan have the opportunity to change their deferral elections and/or investment direction prior to beginning payroll deductions.

Each member may direct that his member and/or salary reduction contributions be invested in accordance with one of the following investment options: (a) 100% in the Company Stock Fund; (b) 75% in the Company Stock Fund and 25% in the Government Fund; or (c) 50% in the Company Stock Fund and 50% in the Government Fund. A member who has attained the age of 55 and ten years of Plan participation may diversify specified amounts invested in the Company Stock Fund, including Company contributions to the member's account, to the Government Fund or to Diversified Investments ("Diversification Option"). Other notable Plan features include the following: (a) members may utilize a toll-free phone system, or the internet, to obtain account information and to conduct transactions; (b) withdrawals from the Plan (including loans) are processed on a daily basis; (c) members may change their investment option direction for new contributions on a daily basis; (d) investments in the Company Stock Fund are based on a unit value rather than a share value; and (e) account statements are sent to members on a quarterly basis.

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

NOTE B--DESCRIPTION OF THE PLAN – CONTINUED

The Plan permits members, who are active employees, and other "parties in interest" (as such term is defined in Section 3(14) of the Employee Retirement Income Security Act of 1974, as amended), to borrow from such member's vested benefit portion of their accounts an amount not to exceed the lesser of \$50,000 reduced by certain outstanding loans to the member under the Plan or one half of the vested benefit portion of the member's account under the Plan. Loan transactions are treated as a transfer between the other investment funds and the Loan Activity fund. Loan terms range from one to five years or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at the prime interest rate plus one percent. Principal and interest are paid ratably through monthly payroll deductions and credited to the participant's account.

Subject to certain Plan limitations, the Plan also permits members to withdraw in cash or shares up to one hundred percent (100%) of the market value of all amounts credited to such member's member contribution account plus up to 100% of the market value of amounts credited to a member's Company contribution account. Withdrawals from a member's Company contribution account are not permitted until the member completes five years of vesting service.

Subject to certain Plan limitations, the Plan permits members to make a withdrawal in cash from the vested portion of the member's salary reduction account upon attainment of age 59½. Members under age 59½ may be permitted to make a hardship withdrawal from the member's salary reduction account for certain financial emergencies, including certain medical expenses, certain tuition and education expenses, payments to prevent foreclosure on a principal residence occupied by a member and to finance the purchase (excluding mortgage payments) of a principal residence.

Each member may authorize the Company to contribute from 1% to 11% of his compensation to the Plan as a member contribution. Subject to limitations imposed by law on highly compensated employees, each member may also authorize the Company to contribute from 1% to 7% of his compensation to the Plan as a salary reduction contribution; provided, however, the percentage of the member's compensation which can be contributed to the Plan as member contributions and salary reduction contributions, in the aggregate, cannot exceed 11% of such member's compensation, dependent upon the type of contributions made, i.e., member contributions or salary reduction contributions. The salary reduction contribution is also referred to as a 401(k) contribution and is not taxed as income to the Plan member until distributed or withdrawn.

Beginning with the start of the quarter following a member's one year employment anniversary with the Company, the Company contributes to the Plan each pay period, out of current or accumulated earnings, an amount equal to 50% of each member's member and salary reduction contributions for each month. Each member's member contribution and salary reduction contribution eligible for the Company's matching contribution are limited, in the aggregate, to

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

NOTE B--DESCRIPTION OF THE PLAN – CONTINUED

7% of each member's compensation, such contributions of members hereinafter referred to as "basic" contributions. After each year-end, the aggregate amount of the prior year's Company contribution may be increased to an amount up to a maximum of 125% of each member's basic contribution. This increase is based on the Company's after-tax return on invested capital and other Plan terms.

All Company contributions are ultimately invested in the Company Stock Fund. Since participant directed portions of the Company Stock Fund are not separately determinable, all investments in the Company Stock Fund are classified as non-participant directed. All investments in the Government Fund and Diversified Investments are participant-directed. Investments in the Company Stock Fund represent 67,347,865 units with a unit value of \$10.14 at December 31, 2001.

Vesting in Company contributions is based on years of service with vesting of 50% occurring after three years of vesting service, vesting of 75% occurring after four years of vesting service, and full vesting occurring after five years of vesting service. A member is always 100% vested in all member and salary reduction contributions such member makes. The Plan provides for full and immediate vesting for members in Company contributions in the event of termination for specified situations after a change in control of the Company.

On April 18, 2001, the Company issued 250,000 shares of convertible participating serial preferred stock ("Preferred Stock"), no par value with cumulative quarterly dividends of \$10.00 per share for \$250 million to the Plan. The Plan financed the acquisition of the Preferred Stock by borrowing \$250 million from the Company at the rate of 8% per annum (see Note F). The Preferred Stock and the note payable to the Company are held by HSBC Bank USA as trustee for the Plan. The Preferred Stock is redeemable or convertible into common stock of the Company, at the option of the Plan, and the amount so redeemed or converted is based on the amount of Plan contributions and the market price of the common stock of the Company on the conversion or redemption date, subject to a cap and floor price of the common stock. Each share of Preferred Stock is entitled to one vote upon all matters presented to the Company's shareholders and generally votes with the common stock together as one class. The Preferred Stock is pledged as collateral on the note payable to the Company. Shares of the Preferred Stock are redeemed for cash based on a formula that takes into account the value of the common stock of the Company. The Plan uses this cash to acquire common stock of the Company on the open market that will be credited to members' accounts. Principal and interest on the note payable to the Company have been and are expected to be forgiven periodically. Debt is forgiven in lieu of cash contributions by the Company to fund the Plan. The Plan redeemed 81,695 shares of Preferred Stock for cash in 2001.

The Norfolk Paint Company 401(k) Profit Sharing Plan was merged into the Plan on December 31, 2000. Net assets of the Norfolk Paint Plan, aggregating \$2,116,971, were physically transferred on January 2, 2001. All participants of the Norfolk Paint Plan are now covered by the terms and conditions of the Plan.

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

NOTE C--INCOME TAX STATUS

The Plan is exempt from federal income taxes under provisions of the Internal Revenue Code; however, the members, to the extent of withdrawals, are subject to federal income taxes on the Company's contributions, salary reduction contributions, income earned and any appreciation.

NOTE D--PRIORITIES ON TERMINATION OF THE PLAN

The Company reserves the right, by action of its Board of Directors, to amend, modify, suspend, or terminate the Plan. No such action will allow funds held in trust by the trustee or the income thereon to be used for purposes other than for the exclusive benefit of members or their beneficiaries. If the Plan is terminated, the Company contributions credited to each member's account shall vest immediately.

NOTE E--TRANSACTIONS WITH PARTIES-IN-INTEREST

Costs incident to the purchase and sale of securities, such as brokerage fees, commissions, and stock transfer taxes, are borne by the respective funds, and all other costs and expenses of administering the Plan are borne by the Company. Fees paid during the year for services rendered by parties-in-interest were based on customary and reasonable rates for such services. Certain Plan investments are shares of mutual funds managed by Fidelity and, therefore, qualify as party-in-interest.

NOTE F--NOTE PAYABLE TO THE SHERWIN-WILLIAMS COMPANY

As discussed in Note B, the Plan issued a \$250 million note due April 18, 2011 (the "Note") to the Company in connection with the purchase of the Preferred Stock. Principal payments of \$6.25 million are due quarterly with any remaining amounts due at maturity. The interest rate on the Note is 8% per annum and is due on the same dates as the principal payments. There is no penalty for prepayment of the Note. Repayment of principal and interest can only be made from: (i) collateral given for the loan (Preferred Stock); (ii) contributions made to repay such loan; and (iii) earnings attributable to the Preferred Stock.

For the year ended December 31, 2001, principal on the note was reduced in the amount of \$81,695,188 as a result of contributions by the Company.

NOTES TO FINANCIAL STATEMENTS--Continued

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

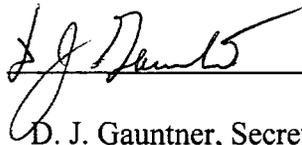
NOTE G--SUBSEQUENT EVENT

On January 1, 2002, numerous changes were made to the Plan including: (1) a Member may diversify up to 100% of such Member's future salary reduction (401(k)) contributions in non-Company Stock Fund investment options; (2) Member (after-tax) contributions are no longer allowed; (3) Members are 100% vested in Company contributions made after 2001; (4) each Member can contribute up to 20% of his salary subject to limitations imposed by law; (5) Pre-2002 Member contributions can be diversified at a 20% rate per year, with 100% of pre-2002 Member contributions able to be diversified after December 31, 2005; (6) the Company matches Member's contributions 100% up to 6% of each Member's salary reduction contribution beginning the quarter following the Member's one year anniversary with the Company; and (7) the Company bonus contribution has been eliminated for all plan years beginning on and after January 1, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on their behalf by the undersigned hereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY
EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

A handwritten signature in black ink, appearing to read "D. J. Gauntner", is written over a horizontal line.

D. J. Gauntner, Secretary of the Administrative
Committee of the Plan

June 25, 2002

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Sequential Page Number Where Exhibit Can Be Found</u>
23	Consent of Independent Auditors	15

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Post-Effective Amendment Number 5 in the Registration Statement (Form S-8 No. 2-80510), dated April 28, 1989, and the Registration Statement (Form S-8 No. 33-62229), dated August 30, 1995, and in the related Prospectuses, pertaining to The Sherwin-Williams Company Employee Stock Purchase and Savings Plan, of our report dated June 25, 2002, with respect to the financial statements and schedules of The Sherwin-Williams Company Employee Stock Purchase and Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2001.

Ernst + Young LLP

Cleveland, Ohio
June 25, 2002

THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN

SCHEDULE H, LINE 4(i)--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2001

EIN: 34-0526850

PLAN NUMBER: 001

<u>ASSET DESCRIPTION</u>	<u>COST</u>	<u>CURRENT VALUE</u>
Common Stock:		
* The Sherwin-Williams Company	\$ 400,861,674	\$ 636,170,347
Preferred Stock (unallocated):		
* The Sherwin-Williams Company	168,304,812	168,304,812
Mutual Funds:		
* Fidelity Institutional Short-Intermediate Government Fund	20,825,931	21,173,091
Mutual Shares Fund I	4,077,833	3,944,347
Managed Income Portfolio II	4,284,134	4,284,134
* Spartan® U.S. Equity Index Fund	5,108,365	5,379,010
* Fidelity Equity-Income Fund	4,835,941	4,815,687
* Fidelity Contrafund	3,984,767	3,240,720
* Fidelity Puritan® Fund	2,299,474	2,097,065
* Fidelity Retirement Government Money Market Portfolio	980,968	980,968
* Fidelity Diversified International Fund	524,128	458,058
* Fidelity Freedom Income Fund®	21,110	21,342
* Fidelity Freedom 2030 Fund®	6,189	6,166
* Fidelity Freedom 2000 Fund®	6,081	6,117
Participant Loans Receivable, with interest rates ranges of 6.0% to 10.5%		17,433,520
	<u>\$ 616,121,407</u>	<u>\$ 868,315,384</u>

* Represents a Party-in-Interest.

THE SHERWIN-WILLIAMS COMPANY EMPLOYEE STOCK PURCHASE AND SAVINGS PLAN
SCHEDULE H, LINE 4(j)--SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 2001

EIN: 34-0526850

PLAN NUMBER: 001

<u>IDENTITY OF PARTY INVOLVED</u>	<u>DESCRIPTION OF ASSET</u>	<u>PURCHASE PRICE</u>	<u>SELLING PRICE</u>	<u>EXPENSES INCURRED</u>	<u>COST OF ASSET</u>	<u>CURRENT VALUE</u>	<u>NET GAIN OR (LOSS)</u>
CATEGORY (iii)--SERIES OF TRANSACTIONS IN EXCESS OF 5% OF PLAN ASSETS							
Fidelity Brokerage Services, Inc.	The Sherwin-Williams Company Common Stock		\$ 154,303,109		\$ 117,045,407	\$ 154,303,109	\$ 37,257,702
	Sales						
	Purchases	\$ 98,119,420			98,119,420	98,119,420	
HSBC Bank USA	The Sherwin-Williams Company Preferred Stock				81,695,188	81,695,188	
	Sales (Redeemed)		81,695,188				
	Purchases	250,000,000			250,000,000	250,000,000	

There were no category (i), (ii) or (iv) reportable transactions for the year ended December 31, 2001.