

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>THE SHERWIN-WILLIAMS COMPANY HOURLY 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>022</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1996</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>34-0526850</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>216-566-2000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325500</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>022</u>	1c Effective date of plan <u>07/01/1996</u>		2b Employer Identification Number (EIN) <u>34-0526850</u>		2c Sponsor's telephone number <u>216-566-2000</u>		2d Business code (see instructions) <u>325500</u>	
1b Three-digit plan number (PN) ▶	<u>022</u>										
1c Effective date of plan <u>07/01/1996</u>											
2b Employer Identification Number (EIN) <u>34-0526850</u>											
2c Sponsor's telephone number <u>216-566-2000</u>											
2d Business code (see instructions) <u>325500</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>THE SHERWIN-WILLIAMS COMPANY</u> <u>C/O TAX DEPT., 1220 GH</u> <u>101 PROSPECT AVENUE, N.W.</u> <u>CLEVELAND, OH 44115-1075</u>											

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	THOMAS E. HOPKINS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	MICHAEL T. CUMMINS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address PENSION ADMINISTRATION COMMITTEE 101 PROSPECT AVENUE, N.W. CLEVELAND, OH 44115-1075		3b Administrator's EIN 34-6505363
		3c Administrator's telephone number 216-566-2000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	728
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	555
b Retired or separated participants receiving benefits	6b	4
c Other retired or separated participants entitled to future benefits.....	6c	163
d Subtotal. Add lines 6a , 6b , and 6c	6d	722
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	1
f Total. Add lines 6d and 6e	6f	723
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	671
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>THE SHERWIN-WILLIAMS COMPANY HOURLY 401(K) PLAN</u>	B Three-digit plan number (PN) <u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE SHERWIN-WILLIAMS COMPANY</u>	D Employer Identification Number (EIN) <u>34-0526850</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
<u>FIDELITY INVESTMENTS INSTITUTIONAL</u> <u>82 DEVONSHIRE STREET</u>
<u>04-2647786</u> <u>BOSTON, MA 02109</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

82 DEVONSHIRE STREET
BOSTON, MA 02109

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	9157	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>LD ABBETT SMCPVAL I -DST SYSTEMS 82 DEVONSHIRE STREET BOSTON, MA 02109</p> <p>43-1581814</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.10%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MUTUAL SHARES Z - FRANKLIN TEMPLETO 82 DEVONSHIRE STREET BOSTON, MA 02109</p> <p>94-3167260</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>RDGWTH LG CAP VAL I - BOSTON FINANC 82 DEVONSHIRE STREET BOSTON, MA 02109</p> <p>31-1249295</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>VICTORY INST DVRS ST - CITI FUND SE 82 DEVONSHIRE STREET BOSTON, MA 02109</p> <p>31-1249295</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.10%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIM ALL ASSET INST - BOSTON FINANCI 82 DEVONSHIRE ST BOSTON, MA 02109</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.03%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIM LOW DUR INST - BOSTON FINANCIAL 82 DEVONSHIRE ST BOSTON, MA 02109</p> <p>04-2526037</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.03%</p>		

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2013</div> This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>THE SHERWIN-WILLIAMS COMPANY HOURLY 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>022</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE SHERWIN-WILLIAMS COMPANY</u>	D Employer Identification Number (EIN) <u>34-0526850</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2020 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-067</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>557328</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2025 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-068</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>460136</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2015 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-066</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>216643</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2030 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-069</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>508656</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2035 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-070</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>342356</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2040 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-071</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>320699</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ACTIVE LIFECYCLE 2010 COMMINGLED PO</u>		
b Name of sponsor of entity listed in (a): <u>PYRAMIS GROUP TRUST</u>		
c EIN-PN <u>20-4659714-065</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>120521</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LIFECYCLE 2045 COMMINGLED PO		
b Name of sponsor of entity listed in (a): PYRAMIS GROUP TRUST		
c EIN-PN 20-4659714-072	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 192220
a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LIFECYCLE 2050 COMMINGLED PO		
b Name of sponsor of entity listed in (a): PYRAMIS GROUP TRUST		
c EIN-PN 20-4659714-073	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 179139
a Name of MTIA, CCT, PSA, or 103-12 IE: MANAGED INCOME PORTFOLIO		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 70431
a Name of MTIA, CCT, PSA, or 103-12 IE: AGGRESSIVE GROWTH PORTFOLIO		
b Name of sponsor of entity listed in (a): STRATEGIC ALLOCATION TOPS		
c EIN-PN 33-7739759-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38098
a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LIFECYCLE 2000 COMMINGLED PO		
b Name of sponsor of entity listed in (a): PYRAMIS GROUP TRUST		
c EIN-PN 20-4659714-063	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15850
a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LIFECYCLE 2005 COMMINGLED PO		
b Name of sponsor of entity listed in (a): PYRAMIS GROUP TRUST		
c EIN-PN 20-4659714-064	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12612
a Name of MTIA, CCT, PSA, or 103-12 IE: MODERATE GROWTH PORTFOLIO		
b Name of sponsor of entity listed in (a): STRATEGIC ALLOCATION TOPS		
c EIN-PN 33-7739775-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 164
a Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH PORTFOLIO		
b Name of sponsor of entity listed in (a): STRATEGIC ALLOCATION TOPS		
c EIN-PN 33-7739767-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3985
a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LIFECYCLE 2055 COMMINGLED PO		
b Name of sponsor of entity listed in (a): PYRAMIS GROUP TRUST		
c EIN-PN 20-4659714-114	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25248
a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED PORTFOLIO		
b Name of sponsor of entity listed in (a): STRATEGIC ALLOCATION TOPS		
c EIN-PN 33-7739783-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19486

a Name of MTIA, CCT, PSA, or 103-12 IE: CONSERVATIVE PORTFOLIO**b** Name of sponsor of entity listed in (a): STRATEGIC ALLOCATION TOPS

c EIN-PN 33-7739767-000	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1201
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>THE SHERWIN-WILLIAMS COMPANY HOURLY 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>022</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE SHERWIN-WILLIAMS COMPANY</u>	D Employer Identification Number (EIN) <u>34-0526850</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a	Total noninterest-bearing cash	0	0
b	Receivables (less allowance for doubtful accounts):		
	(1) Employer contributions.....	0	0
	(2) Participant contributions.....	0	0
	(3) Other.....	0	0
c	General investments:		
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	479769	438214
	(2) U.S. Government securities	0	0
	(3) Corporate debt instruments (other than employer securities):		
	(A) Preferred	0	0
	(B) All other.....	0	0
	(4) Corporate stocks (other than employer securities):		
	(A) Preferred	0	0
	(B) Common.....	0	0
	(5) Partnership/joint venture interests	0	0
	(6) Real estate (other than employer real property).....	0	0
	(7) Loans (other than to participants)	433702	525896
	(8) Participant loans.....	0	0
	(9) Value of interest in common/collective trusts	2109355	3084773
	(10) Value of interest in pooled separate accounts		
	(11) Value of interest in master trust investment accounts	0	0
	(12) Value of interest in 103-12 investment entities.....	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	3341583	4144613
	(14) Value of funds held in insurance company general account (unallocated contracts).....		
	(15) Other.....	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	6364409	8193496

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6364409	8193496
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	959473	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		959473
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	47	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	19439	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		19486
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	370101	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		370101
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		404445
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		524946
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		2278451

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	442768	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		442768
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	6596	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6596
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		449364

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1829087
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERNST & YOUNG LLP

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	0
4b		X	0

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	0
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	0
e Was this plan covered by a fidelity bond?	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	0
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	0
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	0
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount: 0

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) <div>Department of the Treasury Internal Revenue Service</div><div>Department of Labor Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan THE SHERWIN-WILLIAMS COMPANY HOURLY 401(K) PLAN				B Three-digit plan number (PN) ▶	022
C Plan sponsor's name as shown on line 2a of Form 5500 THE SHERWIN-WILLIAMS COMPANY				D Employer Identification Number (EIN) 34-0526850	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-2647786					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	67
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.					
Schedule R (Form 5500) 2013 v. 130118					

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	0
b The plan year immediately preceding the current plan year	14b	0
c The second preceding plan year	14c	0

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	0
b The corresponding number for the second preceding plan year	15b	0

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	0
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	0

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

**The Sherwin-Williams Company
Hourly 401(k) Plan
December 31, 2013 and 2012
and Year Ended December 31, 2013
With Report of Independent Auditors**

The Sherwin-Williams Company
Hourly 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012 and Year Ended December 31, 2013

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Report of Independent Auditors

Pension Administration Committee
The Sherwin-Williams Company
Hourly 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Sherwin-Williams Company Hourly 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified investment information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the entity that certified the investment information meets the requirements of 29 CFR 2520.103-8. The plan administrator has obtained certifications as of December 31, 2013 and 2012, and for the year ended December 31, 2013, stating that the investment information provided to the plan administrator is complete and accurate.



Disclaimer of Opinion on Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Disclaimer of Opinion on Supplemental Schedule

The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013 is presented for purposes of additional analysis and is not a required part of the financial statements but is 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. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Compliance of Form and Content with Department of Labor's Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified investment information, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

June 27, 2014

The Sherwin-Williams Company
Hourly 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Assets		
Investments, at fair value:		
Mutual funds	\$ 4,144,613	\$ 3,341,583
Common/collective trust funds	3,084,773	2,109,355
Money market funds	438,214	479,769
Total	<u>7,667,600</u>	<u>5,930,707</u>
Notes receivable from participants	525,896	433,702
Net assets available for benefits	<u>\$ 8,193,496</u>	<u>\$ 6,364,409</u>

See notes to financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan
Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Increases in net assets available for benefits:	
Participant contributions	\$ 959,473
Interest on notes receivable from participants	19,439
Interest and dividend income:	
Mutual funds	370,101
Common/collective trust funds	719
Money market funds	47
	<u>370,867</u>
Total increases	<u>1,349,779</u>
Decreases in net assets available for benefits:	
Benefits paid directly to participants	442,768
Administrative fees	6,596
Total decreases	<u>449,364</u>
Net realized and unrealized appreciation in fair value of investments:	
Mutual funds	524,946
Common/collective trust funds	403,726
	<u>928,672</u>
Net increase in net assets available for benefits	<u>1,829,087</u>
Net assets available for benefits:	
Beginning of year	6,364,409
End of year	<u>\$ 8,193,496</u>

See notes to financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Significant Accounting Policies

The accounts of The Sherwin-Williams Company Hourly 401(k) Plan (Plan) are recorded on the accrual basis of accounting.

There were no recently issued accounting pronouncements that would have an effect on the Plan's financial statements or disclosures.

The following tables present the Plan's financial assets that are measured at fair value on a recurring basis, categorized using the fair value hierarchy as of December 31, 2013 and 2012:

	Fair Value at December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds: ^(a)				
U.S. equities	\$ 3,641,536	\$ 3,641,536		
International equities	165,755	165,755		
Fixed income securities	337,322	337,322		
Common/collective trust funds ^(b)	3,084,773		\$ 3,084,773	
Money market funds ^(c)	438,214	438,214		
	<u>\$ 7,667,600</u>	<u>\$ 4,582,827</u>	<u>\$ 3,084,773</u>	

	Fair Value at December 31, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds: ^(a)				
U.S. equities	\$ 2,755,742	\$ 2,755,742		
International equities	121,169	121,169		
Fixed income securities	464,672	464,672		
Common/collective trust funds ^(b)	2,109,355		\$ 2,109,355	
Money market funds ^(c)	479,769	479,769		
	<u>\$ 5,930,707</u>	<u>\$ 3,821,352</u>	<u>\$ 2,109,355</u>	

The Sherwin-Williams Company
Hourly 401(k) Plan

Notes to Financial Statements (continued)

^(a) The fair value of mutual funds is based on quoted redemption values on the last business day of the Plan year and is valued at the net asset value (NAV) of shares held by the Plan at year-end.

^(b) The common/collective trust funds include the Managed Income Portfolio II, the Pyramis Active Lifecycle Commingled Pool Funds and the Strategic Allocation TOPSTM funds. The Managed Income Portfolio II is carried at contract value, which is estimated by the Trustee and represents net contributions plus interest at the current market rate. The estimated contract value approximates fair value. The fair value of the Pyramis Active Lifecycle Commingled Pool Funds and Strategic Allocation TOPSTM Portfolios are calculated by the Trustee based on the NAV per unit as of the close of business of the New York Stock Exchange. Investments in the underlying funds are valued at their closing net asset value each business day. The Pyramis Active Lifecycle Commingled Pool Funds seek active return until each pool's targeted retirement date, and capital preservation thereafter. The pools employ a pool-of-pools approach by investing in a diversified portfolio of equity, fixed income and short-term products. The Strategic Allocation TOPSTM Portfolio Funds seek to provide income and growth of capital by investing in a diversified portfolio of U.S. and foreign stocks, real estate and corporate and government bonds. There are no unfunded commitments, significant redemption limitations or restrictions on the ability to sell the Managed Income Portfolio II, the Pyramis Active Lifecycle Commingled Pool Funds, and the Strategic Allocation TOPSTM Portfolio Funds.

^(c) The fair value of the money market funds is based on quoted prices in active markets for identical securities.

Participant loans are valued at their unpaid principal balance plus accrued interest.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Due to the uncertainties inherent in the estimation process, it is at least reasonably possible that changes in these estimates in the near term could materially affect the amounts reported and disclosed in the financial statements.

Events occurring subsequent to December 31, 2013 have been evaluated through June 27, 2014, the date of the issuance of the financial statements, in accordance with the Subsequent Events Topic of the ASC. During this period, there were no recognized subsequent events requiring recognition in the financial statements, and no non-recognized subsequent events requiring disclosure.

2. Description of the Plan

The Pension Administration Committee is responsible for the general administration of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is a defined contribution plan. The Plan covers certain eligible hourly employees (at least 18 years of age) of The Sherwin-Williams Company (the Plan Sponsor) and participating subsidiaries.

Participants are permitted to make salary reduction contributions to the Plan in whole percentages up to 60% of their compensation (subject to certain limitations). The participants solely make all contributions. All Plan net assets and contributions are participant directed and may be invested into one or more of the following investment funds:

The Sherwin-Williams Company
Hourly 401(k) Plan
Notes to Financial Statements (continued)

Fidelity® Contrafund®	Pyramis Active Lifecycle 2035 Commingled Pool Fund
Fidelity® Limited Term Government Fund	Pyramis Active Lifecycle 2040 Commingled Pool Fund
Fidelity® Low-Priced Stock Fund	Pyramis Active Lifecycle 2045 Commingled Pool Fund
Fidelity® Mid-Cap Stock Fund	Pyramis Active Lifecycle 2050 Commingled Pool Fund
Fidelity® Puritan® Fund	Pyramis Active Lifecycle 2055 Commingled Pool Fund
Fidelity® Retirement Government Money Market Portfolio	RidgeWorth Large Cap Value Equity Fund
Lord Abbett Small Cap Value Fund	Strategic Allocation TOPS™ Aggressive Growth Portfolio
Managed Income Portfolio II	Strategic Allocation TOPS™ Balanced Portfolio
Mutual Shares Fund	Strategic Allocation TOPS™ Conservative Portfolio
Pimco All Asset Fund Institutional Class	Strategic Allocation TOPS™ Growth Portfolio
Pimco Low Duration Fund Institutional Class	Strategic Allocation TOPS™ Moderate Growth Portfolio
Pyramis Active Lifecycle 2000 Commingled Pool Fund	Vanguard FTSE All-World ex-US Index Fund Institutional Shares
Pyramis Active Lifecycle 2005 Commingled Pool Fund	Vanguard Inflation-Protected Securities Fund Institutional Shares
Pyramis Active Lifecycle 2010 Commingled Pool Fund	Vanguard Institutional Index Fund Institutional Shares
Pyramis Active Lifecycle 2015 Commingled Pool Fund	Vanguard Total Bond Market Index Fund Institutional Shares
Pyramis Active Lifecycle 2020 Commingled Pool Fund	Vanguard Wellesley® Income Fund Admiral™ Shares
Pyramis Active Lifecycle 2025 Commingled Pool Fund	Vanguard Wellington Fund Admiral Shares
Pyramis Active Lifecycle 2030 Commingled Pool Fund	Victory Institutional Diversified Stock Fund

Participants are fully vested in their respective account balances and may change or transfer their investment options any business day subject to certain trading restrictions imposed by each fund manager. Subject to certain Plan limitations, participants are permitted to withdraw all or a portion of their respective accounts. Benefits are recorded when paid.

Participants are permitted to borrow from their accounts an amount not to exceed the lesser of \$50,000 (subject to certain limitations) or one-half of the participant's account under the Plan. The interest rate equals the prime rate plus 1%. The note receivable from a participant repayment period may not exceed five years unless the note receivable from a participant is used to purchase a participant's principal residence. No allowance for credit losses has been recorded as of December 31, 2013 or 2012. Notes receivable are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable is recorded when earned. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

The Plan Sponsor has the right, under the provisions of the Plan, to terminate the Plan. In the event of Plan termination, the net assets of the Plan shall be distributed in accordance with applicable Plan provisions.

Further information about the Plan, including benefit provisions, is contained in the Plan's Summary Plan Description (SPD). Copies of this SPD are available from the Administration Committee of The Sherwin-Williams Company.

All administrative expenses are paid by the Plan Sponsor, except for fees relating to notes receivable from participants which are charged to individual participant accounts.

The Sherwin-Williams Company
Hourly 401(k) Plan
Notes to Financial Statements (continued)

3. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule including investments held and notes receivable from participants at December 31, 2013 and 2012, and net realized and unrealized appreciation in fair value of investments, interest and dividend income and interest on notes receivable from participants for the year ended December 31, 2013, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Investments in securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Net realized and unrealized appreciation 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.

Investments that represent 5% or more of the Plan's net assets are separately identified below. Investments of the Plan at fair value consisted of the following:

	December 31,	
	2013	2012
RidgeWorth Large Cap Value Equity Fund	\$ 1,406,158	\$ 1,090,908
Fidelity® Low-Priced Stock Fund	822,929	615,564
Pyramis Active Lifecycle 2020 Commingled Pool Fund	557,328	414,348
Fidelity® Puritan® Fund	533,899	419,076
Pyramis Active Lifecycle 2030 Commingled Pool Fund	508,656	332,337
Pyramis Active Lifecycle 2025 Commingled Pool Fund ^(a)	460,136	
Fidelity® Retirement Government Money Market Portfolio	438,214	479,769
Vanguard Total Bond Market Index Fund Institutional Shares ^(b)		308,378
Others under 5%	2,940,280	2,270,327
	<u>\$ 7,667,600</u>	<u>\$ 5,930,707</u>

^(a) Investment did not meet 5% threshold for 2012.

^(b) Investment did not meet 5% threshold for 2013.

The Sherwin-Williams Company
Hourly 401(k) Plan

Notes to Financial Statements (continued)

4. Tax Status

The Plan has received a determination letter dated October 25, 2011 from the Internal Revenue Service (IRS) stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. Subsequent to this determination by the IRS, the Plan was amended. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

5. Related-Party Transactions

Certain Plan investments are shares of mutual funds or money market funds managed by the Trustee and, therefore, qualify as party-in-interest.

The Sherwin-Williams Company
Hourly 401(k) Plan

EIN #34-0526850 Plan #022

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

Asset Description	Current Value
Mutual Funds:	
RidgeWorth Large Cap Value Equity Fund	\$ 1,406,158
• Fidelity® Low-Priced Stock Fund	822,929
• Fidelity® Puritan® Fund	533,899
• Fidelity® Contrafund®	274,120
Vanguard Total Bond Market Index Fund Institutional Shares	260,363
Victory Institutional Diversified Stock Fund	185,924
Vanguard Institutional Index Fund Institutional Shares	160,879
Vanguard FTSE All-World ex-US Index Fund Institutional Shares	152,021
Lord Abbett Small Cap Value Fund	123,207
• Fidelity® Mid-Cap Stock Fund	88,741
• Fidelity® Limited Term Government Fund	30,045
Vanguard Wellington Fund Admiral Shares	27,668
Vanguard Wellesley® Income Fund Admiral™ Shares	26,316
Pimco Low Duration Fund Institutional Class	18,608
Mutual Shares Fund	18,011
Pimco All Asset Fund Institutional Class	13,734
Vanguard Inflation-Protected Securities Fund Institutional Shares	1,990
Common / Collective Trust Funds:	
• Pyramis Active Lifecycle 2020 Commingled Pool Fund	557,328
• Pyramis Active Lifecycle 2030 Commingled Pool Fund	508,656
• Pyramis Active Lifecycle 2025 Commingled Pool Fund	460,136
• Pyramis Active Lifecycle 2035 Commingled Pool Fund	342,356
• Pyramis Active Lifecycle 2040 Commingled Pool Fund	320,699
• Pyramis Active Lifecycle 2015 Commingled Pool Fund	216,643
• Pyramis Active Lifecycle 2045 Commingled Pool Fund	192,220
• Pyramis Active Lifecycle 2050 Commingled Pool Fund	179,139
• Pyramis Active Lifecycle 2010 Commingled Pool Fund	120,521
* (1) Managed Income Portfolio II	70,431
Strategic Allocation TOPS™ Aggressive Growth Portfolio	38,098
• Pyramis Active Lifecycle 2055 Commingled Pool Fund	25,248
Strategic Allocation TOPS™ Balanced Portfolio	19,486
• Pyramis Active Lifecycle 2000 Commingled Pool Fund	15,850
• Pyramis Active Lifecycle 2005 Commingled Pool Fund	12,612
Strategic Allocation TOPS™ Growth Portfolio	3,985
Strategic Allocation TOPS™ Conservative Portfolio	1,201
Strategic Allocation TOPS™ Moderate Growth Portfolio	164
Other:	
• Fidelity® Retirement Government Money Market Portfolio	438,214
• Notes receivable from participants with interest rates from 4.25% to 9.25%	525,896
	\$ 8,193,496
• Party-in-interest	

- (1) The Managed Income Portfolio II is valued at contract value, which approximates fair value. The fair value of participation units is pooled in separate accounts estimated by the Trustee based on quoted redemption value on the last business day of the year. The investment contracts are valued at contract value as estimated by the Trustee. Contract value represents net contributions plus interest at the current market rate. Any calculations to determine fair value would not have a material effect on the Plan's financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan

EIN #34-0526850 Plan #022

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2013

Asset Description	Current Value
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(1) The Managed Income Portfolio II is valued at contract value, which approximates fair value. The fair value of participation units is pooled in separate accounts estimated by the Trustee based on quoted redemption value on the last business day of the year. The investment contracts are valued at contract value as estimated by the Trustee. Contract value represents net contributions plus interest at the current market rate. Any calculations to determine fair value would not have a material effect on the Plan's financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
Assets		
Investments, at fair value:		
Mutual funds	\$ 4,144,613	\$ 3,341,583
Common/collective trust funds	3,084,773	2,109,355
Money market funds	438,214	479,769
Total	<u>7,667,600</u>	<u>5,930,707</u>
Notes receivable from participants	525,896	433,702
Net assets available for benefits	<u>\$ 8,193,496</u>	<u>\$ 6,364,409</u>

See notes to financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan
Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2013

Increases in net assets available for benefits:	
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Mutual funds	370,101
Common/collective trust funds	719
Money market funds	47
	<u>370,867</u>
Total increases	<u>1,349,779</u>
Decreases in net assets available for benefits:	
Benefits paid directly to participants	442,768
Administrative fees	6,596
Total decreases	<u>449,364</u>
Net realized and unrealized appreciation in fair value of investments:	
Mutual funds	524,946
Common/collective trust funds	403,726
	<u>928,672</u>
Net increase in net assets available for benefits	<u>1,829,087</u>
Net assets available for benefits:	
Beginning of year	6,364,409
End of year	<u>\$ 8,193,496</u>

See notes to financial statements.

The Sherwin-Williams Company
Hourly 401(k) Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Significant Accounting Policies

The accounts of The Sherwin-Williams Company Hourly 401(k) Plan (Plan) are recorded on the accrual basis of accounting.

There were no recently issued accounting pronouncements that would have an effect on the Plan's financial statements or disclosures.

The following tables present the Plan's financial assets that are measured at fair value on a recurring basis, categorized using the fair value hierarchy as of December 31, 2013 and 2012:

	Fair Value at December 31, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds: ^(a)				
U.S. equities	\$ 3,641,536	\$ 3,641,536		
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Fixed income securities	337,322	337,322		
Common/collective trust funds ^(b)	3,084,773		\$ 3,084,773	
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	<u>\$ 7,667,600</u>	<u>\$ 4,582,827</u>	<u>\$ 3,084,773</u>	

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Mutual funds: ^(a)				
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International equities	121,169	121,169		
Fixed income securities	464,672	464,672		
Common/collective trust funds ^(b)	2,109,355		\$ 2,109,355	
Money market funds ^(c)	479,769	479,769		
	<u>\$ 5,930,707</u>	<u>\$ 3,821,352</u>	<u>\$ 2,109,355</u>	

**The Sherwin-Williams Company
Hourly 401(k) Plan**

Notes to Financial Statements (continued)

^(a) The fair value of mutual funds is based on quoted redemption values on the last business day of the Plan year and is valued at the net asset value (NAV) of shares held by the Plan at year-end.

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The Sherwin-Williams Company
Hourly 401(k) Plan
Notes to Financial Statements (continued)

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All administrative expenses are paid by the Plan Sponsor, except for fees relating to notes receivable from participants which are charged to individual participant accounts.

The Sherwin-Williams Company
Hourly 401(k) Plan
Notes to Financial Statements (continued)

3. Investments

All investment information disclosed in the accompanying financial statements and supplemental schedule including investments held and notes receivable from participants at December 31, 2013 and 2012, and net realized and unrealized appreciation in fair value of investments, interest and dividend income and interest on notes receivable from participants for the year ended December 31, 2013, was obtained or derived from information provided to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Investments in securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

Net realized and unrealized appreciation 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.

Investments that represent 5% or more of the Plan's net assets are separately identified below. Investments of the Plan at fair value consisted of the following:

	December 31,	
	2013	2012
RidgeWorth Large Cap Value Equity Fund	\$ 1,406,158	\$ 1,090,908
Fidelity® Low-Priced Stock Fund	822,929	615,564
Pyramis Active Lifecycle 2020 Commingled Pool Fund	557,328	414,348
Fidelity® Puritan® Fund	533,899	419,076
Pyramis Active Lifecycle 2030 Commingled Pool Fund	508,656	332,337
Pyramis Active Lifecycle 2025 Commingled Pool Fund ^(a)	460,136	
Fidelity® Retirement Government Money Market Portfolio	438,214	479,769
Vanguard Total Bond Market Index Fund Institutional Shares ^(b)		308,378
Others under 5%	2,940,280	2,270,327
	<u>\$ 7,667,600</u>	<u>\$ 5,930,707</u>

^(a) Investment did not meet 5% threshold for 2012.

^(b) Investment did not meet 5% threshold for 2013.

The Sherwin-Williams Company
Hourly 401(k) Plan

Notes to Financial Statements (continued)

4. Tax Status

The Plan has received a determination letter dated October 25, 2011 from the Internal Revenue Service (IRS) stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code), and the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. Subsequent to this determination by the IRS, the Plan was amended. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended, is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require Plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2010.

5. Related-Party Transactions

Certain Plan investments are shares of mutual funds or money market funds managed by the Trustee and, therefore, qualify as party-in-interest.