UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the Period Ended June 30, 2012

or

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

For the transition period from ______to ______

Commission file number 1-04851

THE SHERWIN-WILLIAMS COMPANY
(Exact name of registrant as specified in its charter)

OHIO **(State or other jurisdiction of incorporation or organization)**	**34-0526850** **(I.R.S. Employer Identification No.)**
101 West Prospect Avenue, Cleveland, Ohio **(Address of principal executive offices)**	**44115-1075** **(Zip Code)**

(216) 566-2000
(Registrant's telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, $1.00 Par Value – 102,632,285 shares as of June 30, 2012.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
STATEMENTS OF CONSOLIDATED INCOME (UNAUDITED)
Thousands of dollars, except per share data

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Net sales	**$ 2,573,022**	$ 2,354,751	**$ 4,709,366**	$ 4,210,337
Cost of goods sold	**1,422,425**	1,331,996	**2,648,930**	2,390,174
Gross profit	**1,150,597**	1,022,755	**2,060,436**	1,820,163
Percent to net sales	***44.7 %***	*43.4 %*	***43.8 %***	*43.2 %*
Selling, general and administrative expenses	**810,207**	755,555	**1,567,886**	1,446,678
Percent to net sales	***31.5 %***	*32.1 %*	***33.3 %***	*34.4 %*
Other general expense (income)—net	**3,086**	(698)	**8,123**	474
Interest expense	**10,230**	11,747	**20,567**	22,422
Interest and net investment income	**(625)**	(808)	**(1,167)**	(1,131)
Other income—net	**(104)**	(57)	**(5,091)**	(9)
Income before income taxes	**327,803**	257,016	**470,118**	351,729
Income taxes	**99,990**	77,901	**142,089**	104,298
Net income	**$ 227,813**	$ 179,115	**$ 328,029**	$ 247,431
Net income per common share:				
Basic	**$ 2.23**	$ 1.69	**$ 3.20**	$ 2.33
Diluted	**$ 2.17**	$ 1.66	**$ 3.13**	$ 2.29
Average shares outstanding—basic	**101,446,643**	104,676,477	**101,758,496**	104,833,745
Average shares and equivalents outstanding—diluted	**104,003,128**	106,876,461	**104,100,046**	107,104,025
Comprehensive income	**$ 214,846**	$ 191,507	**$ 346,619**	$ 280,596

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
Thousands of dollars

	June 30, 2012	December 31, 2011	June 30, 2011
Assets			
Current assets:			
Cash and cash equivalents	**$ 46,616**	$ 32,696	$ 71,563
Accounts receivable, less allowance	**1,237,832**	989,873	1,183,825
Inventories:			
Finished goods	**851,827**	730,727	853,715
Work in process and raw materials	**179,651**	196,082	213,296
	1,031,478	926,809	1,067,011
Deferred income taxes	**148,685**	149,207	128,492
Other current assets	**159,391**	163,008	187,291
Total current assets	**2,624,002**	2,261,593	2,638,182
Goodwill	**1,122,274**	1,108,008	1,113,721
Intangible assets	**314,913**	305,873	319,751
Deferred pension assets	**232,591**	228,350	253,117
Other assets	**394,200**	368,898	350,692
Property, plant and equipment:			
Land	**101,336**	105,010	107,110
Buildings	**665,162**	668,802	684,881
Machinery and equipment	**1,702,849**	1,657,874	1,658,432
Construction in progress	**47,588**	41,264	39,732
	2,516,935	2,472,950	2,490,155
Less allowances for depreciation	**1,578,540**	1,516,420	1,531,849
	938,395	956,530	958,306
Total Assets	**$5,626,375**	$5,229,252	$5,633,769
Liabilities and Shareholders' Equity			
Current liabilities:			
Short-term borrowings	**$ 604,985**	$ 346,313	$ 571,130
Accounts payable	**1,102,148**	965,149	1,019,310
Compensation and taxes withheld	**231,828**	251,060	227,509
Accrued taxes	**126,556**	120,555	120,867
Current portion of long-term debt	**4,246**	7,823	9,507
Other accruals	**462,040**	471,761	441,489
Total current liabilities	**2,531,803**	2,162,661	2,389,812
Long-term debt	**635,589**	639,231	644,255
Postretirement benefits other than pensions	**298,798**	297,528	296,778
Other long-term liabilities	**620,932**	612,913	556,112
Shareholders' equity:			
Common stock—$1.00 par value:			
102,632,285, 103,854,234 and 106,278,767 shares outstanding at June 30, 2012, December 31, 2011 and June 30, 2011, respectively	**109,682**	107,454	106,779
Preferred stock—convertible, no par value:			
128,390, 160,273 and 194,275 shares outstanding at June 30, 2012, December 31, 2011 and June 30, 2011, respectively	**128,390**	160,273	194,275
Unearned ESOP compensation	**(128,390)**	(160,273)	(194,275)
Other capital	**1,429,209**	1,297,625	1,289,455
Retained earnings	**1,003,693**	756,372	637,434
Treasury stock, at cost	**(654,043)**	(276,654)	(41,700)
Cumulative other comprehensive loss	**(349,288)**	(367,878)	(245,156)
Total shareholders' equity	**1,539,253**	1,516,919	1,746,812
Total Liabilities and Shareholders' Equity	**$5,626,375**	$5,229,252	$5,633,769

See notes to condensed consolidated financial statements.

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THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)
Thousands of dollars

	Six Months Ended	
	June 30, 2012	June 30, 2011
OPERATING ACTIVITIES		
Net income	**$ 328,029**	$ 247,431
Adjustments to reconcile net income to net operating cash:		
Depreciation	**75,507**	74,807
Amortization of intangible assets	**12,963**	13,127
Stock-based compensation expense	**21,945**	21,433
Provisions for qualified exit costs	**1,582**	936
Provisions for environmental-related matters	**9,093**	4,650
Defined benefit pension plans net cost	**9,855**	7,928
Net increase in postretirement liability	**1,800**	1,800
Other	**494**	(4,859)
Change in working capital accounts—net	**(220,890)**	(245,139)
Costs incurred for environmental-related matters	**(20,165)**	(8,180)
Costs incurred for qualified exit costs	**(1,907)**	(3,929)
Other	**(16,194)**	(1,839)
Net operating cash	**202,112**	108,166
INVESTING ACTIVITIES		
Capital expenditures	**(69,972)**	(68,929)
Acquisitions of businesses, net of cash acquired	**(43,993)**	(2,612)
Proceeds from sale of assets	**8,979**	6,613
Decrease (increase) in other investments	**14,848**	(20,463)
Net investing cash	**(90,138)**	(85,391)
FINANCING ACTIVITIES		
Net increase in short-term borrowings	**260,193**	168,465
Proceeds from long-term debt	**1,846**	30,625
Payments of long-term debt	**(12,164)**	(33,430)
Payments of cash dividends	**(80,438)**	(77,849)
Proceeds from stock options exercised	**88,182**	38,183
Income tax effect of stock-based compensation exercises and vesting	**36,612**	8,030
Treasury stock purchased	**(362,623)**	(132,734)
Other	**(27,546)**	127
Net financing cash	**(95,938)**	1,417
Effect of exchange rate changes on cash	**(2,116)**	(11,214)
Net increase in cash and cash equivalents	**13,920**	12,978
Cash and cash equivalents at beginning of year	**32,696**	58,585
Cash and cash equivalents at end of period	**$ 46,616**	$ 71,563
Income taxes paid	**$ 97,709**	$ 42,952
Interest paid	**20,899**	11,944

See notes to condensed consolidated financial statements.

THE SHERWIN-WILLIAMS COMPANY AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Periods ended June 30, 2012 and 2011

NOTE 1—BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

There have been no significant changes in critical accounting policies since December 31, 2011. Accounting estimates were revised as necessary during the first six months of 2012 based on new information and changes in facts and circumstances. Certain amounts in the 2011 condensed consolidated financial statements have been reclassified to conform to the 2012 presentation.

The Company primarily uses the last-in, first-out (LIFO) method of valuing inventory. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs are subject to the final year-end LIFO inventory valuation. In addition, interim inventory levels include management's estimates of annual inventory losses due to shrinkage and other factors. The final year-end valuation of inventory is based on an annual physical inventory count performed during the fourth quarter. For further information on inventory valuations and other matters, refer to the consolidated financial statements and footnotes thereto included in the Company's Form 10-K for the year ended December 31, 2011.

The consolidated results for the three and six months ended June 30, 2012 are not necessarily indicative of the results to be expected for the year ending December 31, 2012.

NOTE 2—IMPACT OF RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Effective January 1, 2012, the Company adopted Accounting Standards Update (ASU) No. 2011-5 and 2011-12, which amend the Comprehensive Income Topic of the Accounting Standards Codification (ASC). The updated guidance requires the components of income and other comprehensive income to be presented in a single continuous statement or two consecutive statements in annual periods. In interim periods, total comprehensive income must be presented in either a single continuous statement or two consecutive statements.

During the six months ended June 30, 2012, there were no other new accounting pronouncements or updates to recently issued accounting pronouncements disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 that affect the Company's results of operations, financial condition, liquidity or disclosures.

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NOTE 3—DIVIDENDS

Dividends paid on common stock during each of the first two quarters of 2012 and 2011 were $.390 per common share and $.365 per common share, respectively.

NOTE 4—COMPREHENSIVE INCOME

Comprehensive income is summarized as follows:

(Thousands of dollars)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Net income	**$227,813**	$179,115	**$328,029**	$247,431
Foreign currency translation adjustments	**(16,259)**	9,384	**11,921**	26,889
Amortization of net prior service costs and net actuarial losses, net of taxes (1)	**3,388**	3,435	**6,784**	6,684
Adjustments of marketable equity securities, net of taxes (2)	**(96)**	(427)	**(115)**	(408)
Comprehensive income	**$214,846**	$191,507	**$346,619**	$280,596

(1) The tax effect of amortization of net prior service costs and net actuarial losses was $(3,017) and $(6,037) for the three and six months ended June 30, 2012 and $(2,873) and $(5,961) for the three and six months ended June 30, 2011.

(2) The tax effect of adjustments of marketable equity securities was $61 and $74 for the three and six months ended June 30, 2012 and $273 and $261 for the three and six months ended June 30, 2011.

NOTE 5—PRODUCT WARRANTIES

Changes in the Company's accrual for product warranty claims during the first six months of 2012 and 2011, including customer satisfaction settlements, were as follows:

(Thousands of dollars)	**2012**	2011
Balance at January 1	**$ 22,071**	$ 23,103
Charges to expense	**11,710**	14,445
Settlements	**(10,842)**	(12,746)
Balance at June 30	**$ 22,939**	$ 24,802

For further details on the Company's accrual for product warranty claims, see Note 1 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

NOTE 6—EXIT OR DISPOSAL ACTIVITIES

Liabilities associated with exit or disposal activities are recognized as incurred in accordance with the Exit or Disposal Cost Obligations Topic of the ASC. Qualified exit costs primarily include post-closure rent expenses, incremental post-closure costs and costs of employee terminations. Adjustments may be made to liabilities accrued for qualified exit costs if information becomes available upon which more accurate amounts can be reasonably estimated. Concurrently, property, plant and equipment is tested for impairment in accordance with the Property, Plant and Equipment Topic of the ASC, and if impairment exists, the carrying value of the related assets is reduced to estimated fair value. Additional impairment may be recorded for subsequent revisions in estimated fair value.

In the six months ended June 30, 2012, five stores in the Paint Stores Group, two branches and one facility in the Global Finishes Group and four stores in the Latin America Coatings Group were closed due to lower demand or redundancy.

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The following table summarizes the activity and remaining liabilities associated with qualified exit costs at June 30, 2012:

(Thousands of dollars) Exit Plan	Balance at December 31, 2011	Provisions in Cost of goods sold or SG&A	Actual expenditures charged to accrual	Adjustments to prior provisions in Other general expense—net	Balance at June 30, 2012
Global Finishes Group facility shutdown in 2012:					
Severance and related costs		**$ 1,617**			**$ 1,617**
Consumer Group manufacturing facilities shutdown in 2011:					
Severance and related costs	**$ 197**		**$ (133)**		**64**
Paint Stores Group stores shutdown in 2011:					
Other qualified exit costs	**156**		**(141)**	**$ (7)**	**8**
Global Finishes Group branches shutdown in 2011:					
Severance and related costs	**129**		**(129)**		
Other qualified exit costs	**470**		**(95)**		**375**
Global Finishes Group branches shutdown in 2010:					
Other qualified exit costs	**955**		**(70)**		**885**
Other qualified exit costs for facilities shutdown prior to 2010	**8,493**		**(1,339)**	**(28)**	**7,126**
Totals	**$ 10,400**	**$ 1,617**	**$ (1,907)**	**$ (35)**	**$10,075**

For further details on the Company's exit or disposal activities, see Note 6 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

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NOTE 7 — HEALTH CARE, PENSION AND OTHER BENEFITS

Shown below are the components of the Company's net periodic benefit cost for domestic defined benefit pension plans, foreign defined benefit pension plans and postretirement benefits other than pensions:

(Thousands of dollars)	Domestic Defined Benefit Pension Plans		Foreign Defined Benefit Pension Plans		Postretirement Benefits Other than Pensions	
	2012	2011	**2012**	2011	**2012**	2011
Three Months Ended June 30:						
Net periodic benefit cost:						
Service cost	**$ 4,732**	$ 4,007	**$ 893**	$ 961	**$ 736**	$ 874
Interest cost	**4,331**	4,707	**1,724**	1,094	**3,380**	3,895
Expected return on assets	**(11,211)**	(11,611)	**(1,677)**	(681)		
Amortization of:						
Prior service cost (credit)	**398**	409			**(164)**	(164)
Actuarial loss	**5,485**	4,877	**252**	220	**428**	626
Net periodic benefit cost	**$ 3,735**	$ 2,389	**$ 1,192**	$ 1,594	**$4,380**	$ 5,231
Six Months Ended June 30:						
Net periodic benefit cost:						
Service cost	**$ 9,464**	$ 8,014	**$ 1,785**	$ 1,896	**$1,472**	$ 1,748
Interest cost	**8,662**	9,414	**3,449**	2,164	**6,760**	7,790
Expected return on assets	**(22,421)**	(23,221)	**(3,354)**	(1,346)		
Amortization of:						
Prior service cost (credit)	**796**	818			**(328)**	(328)
Actuarial loss	**10,971**	9,754	**503**	435	**857**	1,252
Net periodic benefit cost	**$ 7,472**	$ 4,779	**$ 2,383**	$ 3,149	**$8,761**	$10,462

For further details on the Company's health care, pension and other benefits, see Note 7 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

NOTE 8—OTHER LONG-TERM LIABILITIES

The Company initially provides for estimated costs of environmental-related activities relating to its past operations and third-party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs are determined based on currently available facts regarding each site. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is provided. At June 30, 2012, the unaccrued maximum of the estimated range of possible outcomes is $97.7 million higher than the minimum.

The Company continuously assesses its potential liability for investigation and remediation-related activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Actual costs incurred may vary from these estimates due to the inherent uncertainties involved including, among others, the number and financial condition of parties involved with respect to any given site, the volumetric contribution which may be attributed to the Company relative to that attributed to other parties, the nature and magnitude of the wastes involved, the various technologies that can be used for remediation and the determination of acceptable remediation with respect to a particular site.

Included in Other long-term liabilities at June 30, 2012 and 2011 were accruals for extended environmental-related activities of $83.9 million and $87.5 million, respectively. Estimated costs of current investigation and remediation activities of $42.9 million and $60.0 million are included in Other accruals at June 30, 2012 and 2011, respectively.

Four of the Company’s currently and formerly owned manufacturing sites account for the majority of the accrual for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at June 30, 2012. At June 30, 2012, $84.6 million, or 66.7 percent of the total accrual, related directly to these four sites. In the aggregate unaccrued maximum of $97.7 million at June 30, 2012, $66.2 million, or 67.8 percent, related to the four manufacturing sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and monitoring will likely be required at each site.

Management cannot presently estimate the ultimate potential loss contingencies related to these sites or other less significant sites until such time as a substantial portion of the investigation at the sites is completed and remedial action plans are developed. In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters will have a material adverse effect on the Company’s financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company’s operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain environmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

For further details on the Company’s Other long-term liabilities, see Note 9 to the Consolidated Financial Statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011.

NOTE 9—LITIGATION

In the course of its business, the Company is subject to a variety of claims and lawsuits, including, but not limited to, litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company's loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred.

Lead pigment and lead-based paint litigation. The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities, school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company is also a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

Notwithstanding the Company's views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful.

Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings, or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, including the public nuisance litigation, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Chicago, Illinois, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings.

The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance, and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on

July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court's decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California's Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, and the Cities of Oakland, San Diego and San Francisco. The Fourth Amended Complaint asserts a sole claim for public nuisance, alleging that the presence of lead products for use in paint and coatings in, on and around buildings in the plaintiffs' jurisdictions constitutes a public nuisance. The plaintiffs seek the abatement of the alleged public nuisance that exists within the plaintiffs' jurisdictions.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint, claims for damages allegedly incurred by the children's parents or guardians, and claims for damages allegedly incurred by professional painting contractors. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

The plaintiff in Thomas v. Lead Industries Association, et al., initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants include strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of "risk contribution" liability (Wisconsin's theory which is similar to market share liability) due to the plaintiff's inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the Thomas trial, the constitutionality of this theory as applied to the lead pigment cases has not been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, Gibson v. American Cyanamid, et al., on November 15, 2010, the District Court held that Wisconsin's risk contribution theory as applied in that case violated the defendants' right to substantive due process and is unconstitutionally retroactive. The District Court's decision in Gibson v. American Cyanamid, et al., has been appealed by the plaintiff.

Insurance coverage litigation. The Company and its liability insurers, including certain Underwriters at Lloyd's of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company's action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed. The liability insurers' action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company's results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

Department of Labor (DOL) Leveraged ESOP Investigation. As previously disclosed, the DOL's investigation of transactions related to the Company's ESOP (the "Leveraged ESOP Transactions") remains open. On April 19, 2012, the Employee Benefits Security Administration of the DOL notified the Company, certain current and former directors and the ESOP trustee of potential enforcement claims asserting breaches of fiduciary obligations. The DOL is seeking compensatory and equitable remedies, including monetary damages to the ESOP for alleged losses to the ESOP. The Company believes that the DOL's claims are subject to meritorious defenses and will vigorously defend any proceedings initiated by the DOL. The Company has not accrued any amounts for such claims.

NOTE 10—OTHER

Other general expense (income)—net

Included in Other general expense (income)—net were the following:

(Thousands of dollars)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Provisions for environmental matters—net	**$ 3,988**	$ (702)	**$9,093**	$ 4,650
(Gain) loss on disposition of assets	**(814)**	10	**(935)**	(4,399)
Adjustments to prior provisions for qualified exit costs	**(88)**	(6)	**(35)**	223
Total	**$ 3,086**	$ (698)	**$8,123**	$ 474

Provisions for environmental matters–net represent site-specific increases or decreases to environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated and as additional accounting guidelines are issued. Environmental-related accruals are not recorded net of insurance proceeds in accordance with the Offsetting Subtopic of the Balance Sheet Topic of the ASC. See Note 8 for further details on the Company's environmental-related activities.

The (gain) loss on disposition of assets represents net realized (gains) losses associated with the disposal of fixed assets previously used in the conduct of the primary business of the Company.

The adjustments to prior provisions for qualified exit costs represent site specific increases or decreases to accrued qualified exit costs as adjustments for costs of employee terminations are required or as information becomes available upon which more accurate amounts can be reasonably estimated. See Note 6 for further details on the Company's exit or disposal activities.

Other income—net

Included in Other income—net were the following:

(Thousands of dollars)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Dividend and royalty income	**$ (851)**	$(1,660)	**$(2,101)**	$(2,985)
Net expense from financing activities	**1,041**	1,826	**4,021**	3,949
Foreign currency related losses (gains)	**1,374**	1,605	**(3,704)**	2,919
Other income	**(5,229)**	(5,019)	**(8,480)**	(8,336)
Other expense	**3,561**	3,191	**5,173**	4,444
Total	**$ (104)**	$ (57)	**$(5,091)**	$ (9)

The net expense from financing activities includes the net expense relating to the change in the Company's financing fees.

Foreign currency related losses (gains) included foreign currency transaction gains and losses and realized and unrealized net gains from foreign currency option and forward contracts. The Company had foreign currency option and forward contracts outstanding at June 30, 2011. All of the outstanding contracts had maturity dates of less than twelve months and were undesignated hedges with changes in fair value being recognized in earnings in accordance with the Derivatives and Hedging Topic of the ASC. These derivative instrument values were included in either Other current assets or Other accruals and were insignificant at June 30, 2011. There were no foreign currency option and forward contracts outstanding at June 30, 2012.

Other income and Other expense included items of revenue, gains, expenses and losses that were unrelated to the primary business purpose of the Company. There were no items within the other income or other expense caption that were individually significant.

NOTE 11—INCOME TAXES

The effective tax rate was 30.5 percent and 30.2 percent for the second quarter and first six months of 2012, respectively, compared to 30.3 percent and 29.7 percent for the second quarter and first six months of 2011, respectively.

At December 31, 2011, the Company had $29.7 million in unrecognized tax benefits, the recognition of which would have an effect of $25.6 million on the current provision for income taxes. At June 30, 2012, the amounts were reduced to $24.6 million and $21.2 million, respectively. Included in the balance of unrecognized tax benefits at December 31, 2011, was $7.8 million related to tax positions for which it is reasonably possible that the total amounts could significantly change during the next twelve months. At June 30, 2012, this amount was reduced to $4.3 million. The above reductions in unrecognized tax benefits during the first six months of 2012 were primarily due to the expiration of the statutes related to the 2006 and 2007 federal income tax years as well as the recognition of the related state income tax benefits. The above recognition of income tax benefits had a favorable impact on the Company's effective tax rate for the second quarter and first six months of 2012.

The Company classifies all income tax related interest and penalties as income tax expense. At December 31, 2011, the Company had accrued $8.1 million for the potential payment of income tax interest and penalties. This amount was reduced to $6.8 million at June 30, 2012 primarily due to the expiration of the 2006 and 2007 federal statutes noted above.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. As disclosed in Note 15 in the Company's 2011 Annual Report on Form 10-K, the Company has fully resolved all IRS issues for the 2003 through 2009 tax years relating to the matters challenging the ESOP related federal income tax deductions claimed by the Company. With the exception of $2.0 million of interest related to the 2008 tax year, all ESOP related settlement payments have been made to the IRS. The Department of Labor's investigation of the Leveraged ESOP Transactions remains open. Refer to Note 9 for more information. The IRS commenced an examination of the Company's U.S. income tax returns for the 2008 and 2009 tax years in the third quarter of 2011. Field work is expected to be completed during 2012. At this time, the Company has determined that an insignificant refund is due for issues under review during this audit period.

As of June 30, 2012, the Company is subject to non-U.S. income tax examinations for the tax years of 2004 through 2011. In addition, the Company is subject to state and local income tax examinations for the tax years 2002 through 2011.

NOTE 12—NET INCOME PER COMMON SHARE

(Thousands of dollars except per share data)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011
Basic				
Average common shares outstanding	**101,446,643**	104,676,477	**101,758,496**	104,833,745
Net income	**$ 227,813**	$ 179,115	**$ 328,029**	$ 247,431
Less net income allocated to unvested restricted shares	**(1,908)**	(2,039)	**(2,689)**	(2,709)
Net income allocated to common shares	**$ 225,905**	$ 177,076	**$ 325,340**	$ 244,722
Basic net income per common share	**$ 2.23**	$ 1.69	**$ 3.20**	$ 2.33
Diluted				
Average common shares outstanding	**101,446,643**	104,676,477	**101,758,496**	104,833,745
Stock options and other contingently issuable shares (1)	**2,556,485**	2,199,984	**2,341,550**	2,270,280
Average common shares outstanding assuming dilution	**104,003,128**	106,876,461	**104,100,046**	107,104,025
Net income	**$ 227,813**	$ 179,115	**$ 328,029**	$ 247,431
Less net income allocated to unvested restricted shares assuming dilution	**(1,865)**	(2,004)	**(2,633)**	(2,666)
Net income allocated to common shares assuming dilution	**$ 225,948**	$ 177,111	**$ 325,396**	$ 244,765
Diluted net income per common share	**$ 2.17**	$ 1.66	**$ 3.13**	$ 2.29

(1) Stock options and other contingently issuable shares excluded 54,675 shares for the three and six months ended June 30, 2011 due to their anti-dilutive effect. There were no options excluded due to their anti-dilutive effect for the three and six months ended June 30, 2012.

The Company has two classes of participating securities: common shares and restricted shares, representing 99% and 1% of outstanding shares, respectively. The restricted shares are shares of unvested restricted stock granted under the Company's restricted stock award program. Unvested restricted shares granted prior to April 21, 2010 received non-forfeitable dividends. Accordingly, the shares are considered a participating security and the two-class method of calculating basic and diluted earnings per share is required. Effective April 21, 2010, the restricted stock award program was revised and dividends on performance-based restricted shares granted after this date are deferred and payment is contingent upon the awards vesting. Only the time-based restricted shares, which continue to receive non-forfeitable dividends, are considered a participating security. Basic and diluted earnings per share are calculated using the two-class method in accordance with the Earnings Per Share Topic of the ASC.

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NOTE 13—REPORTABLE SEGMENT INFORMATION

The Company reports segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources in accordance with the Segment Disclosures Topic of the ASC. The Company has determined that it has four reportable segments: Paint Stores Group, Consumer Group, Global Finishes Group and Latin America Coatings Group (collectively, the "Reportable Segments").

(Thousands of dollars)

	Three Months Ended June 30, 2012					
	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	**$1,488,109**	**$ 397,749**	**$498,693**	**$ 187,281**	**$ 1,190**	**$2,573,022**
Intersegment transfers		**655,276**	**1,935**	**11,649**	**(668,860)**	
Total net sales and intersegment transfers	**$1,488,109**	**$1,053,025**	**$500,628**	**$ 198,930**	**$ (667,670)**	**$2,573,022**
Segment profit	**$ 266,982**	**$ 80,757***	**$ 48,032**	**$ 9,281**		**$ 405,052**
Interest expense					**$ (10,230)**	**(10,230)**
Administrative expenses and other					**(67,019)**	**(67,019)**
Income before income taxes	**$ 266,982**	**$ 80,757**	**$ 48,032**	**$ 9,281**	**$ (77,249)**	**$ 327,803**

	Three Months Ended June 30, 2011					
	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	$1,299,047	$ 375,634	$482,695	$ 196,176	$ 1,199	$2,354,751
Intersegment transfers		576,422	2,072	9,537	(588,031)	
Total net sales and intersegment transfers	$1,299,047	$ 952,056	$484,767	$ 205,713	$ (586,832)	$2,354,751
Segment profit	$ 206,631	$ 61,371*	$ 30,249	$ 15,821		$ 314,072
Interest expense					$ (11,747)	(11,747)
Administrative expenses and other					(45,309)	(45,309)
Income before income taxes	$ 206,631	$ 61,371	$ 30,249	$ 15,821	$ (57,056)	$ 257,016

* Segment profit includes $7,968 and $6,861 of mark-up on intersegment transfers realized as a result of external sales by the Paint Stores Group during the second quarter of 2012 and 2011, respectively.

	Six Months Ended June 30, 2012					
	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	**$2,611,187**	**$ 718,122**	**$981,768**	**$ 395,874**	**$ 2,415**	**$4,709,366**
Intersegment transfers		**1,158,776**	**4,265**	**22,624**	**(1,185,665)**	
Total net sales and intersegment transfers	**$2,611,187**	**$1,876,898**	**$986,033**	**$ 418,498**	**$(1,183,250)**	**$4,709,366**
Segment profit	**$ 379,694**	**$ 136,063****	**$ 76,669**	**$ 29,168**		**$ 621,594**
Interest expense					**$ (20,567)**	**(20,567)**
Administrative expenses and other					**(130,909)**	**(130,909)**
Income before income taxes	**$ 379,694**	**$ 136,063**	**$ 76,669**	**$ 29,168**	**$ (151,476)**	**$ 470,118**

	Six Months Ended June 30, 2011					
	Paint Stores Group	Consumer Group	Global Finishes Group	Latin America Coatings Group	Administrative	Consolidated Totals
Net external sales	$2,228,314	$ 670,564	$918,012	$ 391,025	$ 2,422	$4,210,337
Intersegment transfers		994,570	3,370	17,977	(1,015,917)	
Total net sales and intersegment transfers	$2,228,314	$1,665,134	$921,382	$ 409,002	$(1,013,495)	$4,210,337
Segment profit	$ 275,488	$ 102,462**	$ 49,687	$ 33,193		$ 460,830
Interest expense					$ (22,422)	(22,422)
Administrative expenses and other					(86,679)	(86,679)
Income before income taxes	$ 275,488	$ 102,462	$ 49,687	$ 33,193	$ (109,101)	$ 351,729

** Segment profit includes $14,644 and $11,809 of mark-up on intersegment transfers realized as a result of external sales by the Paint Stores Group during the first six months of 2012 and 2011, respectively.

In the reportable segment financial information, Segment profit was total net sales and intersegment transfers less operating costs and expenses. Domestic intersegment transfers were accounted for at the approximate fully absorbed manufactured cost, based on normal capacity volumes, plus customary distribution costs. International intersegment transfers were accounted for at values comparable to normal unaffiliated customer sales. The Administrative segment includes the administrative expenses of the Company's corporate headquarters site. Also included in the Administrative segment was interest expense, interest and investment income, certain expenses related to closed facilities and environmental-related matters, and other expenses which were not directly associated with the Reportable Segments. The Administrative segment did not include any significant foreign operations. Also included in the Administrative segment was a real estate management unit that is responsible for the ownership, management and leasing of non-retail properties held primarily for use by the Company, including the Company's headquarters site, and disposal of idle facilities. Sales of this segment represented external leasing revenue of excess headquarters space or leasing of facilities no longer used by the Company in its primary businesses. Gains and losses from the sale of property were not a significant operating factor in determining the performance of the Administrative segment.

Net external sales and segment profit of all consolidated foreign subsidiaries were $491.9 million and $32.5 million, respectively, for the second quarter of 2012, and $507.1 million and $34.4 million, respectively, for the second quarter of 2011. Net external sales and segment profit of these subsidiaries were $993.8 million and $67.3 million, respectively, for the first six months of 2012, and $977.1 million and $61.8 million, respectively, for the first six months of 2011. Long-lived assets of these subsidiaries totaled $637.7 million and $671.1 million at June 30, 2012 and June 30, 2011, respectively. Domestic operations accounted for the remaining net external sales, segment profits and long-lived assets. No single geographic area outside the United States was significant relative to consolidated net external sales, income before taxes, or consolidated long-lived assets.

Export sales and sales to any individual customer were each less than 10 percent of consolidated sales to unaffiliated customers during all periods presented.

NOTE 14 — ACQUISITIONS

Effective June 1, 2012, the Company acquired Geocel Corporation. Geocel manufactures innovative caulks, sealants, and adhesives specially designed for tough construction and repair applications in commercial, residential, industrial and transport non-automotive markets. Geocel has operations in both the United States and United Kingdom. The acquisition strengthens the Consumer Group's sealant and adhesive market position. The acquisition resulted in the recognition of goodwill and intangible assets.

The Company acquired a controlling interest in Leighs Paints in July 2011 and the remaining interest in December 2011. Headquartered in Bolton, United Kingdom, Leighs Paints is one of the leading industrial fire protection coatings manufacturers in the world, with a growing global platform driven by technology innovation and quality products. The acquisition strengthens the Global Finishes Group's growing global platform. The aggregate consideration paid for Leighs Paints was $41.8 million, net of cash acquired. The acquisition resulted in the recognition of goodwill and intangible assets.

The following unaudited pro-forma summary presents consolidated financial information as if Geocel and Leighs Paints had been acquired as of the beginning of each period presented. The pro-forma consolidated financial information does not necessarily reflect the actual results that would have occurred had the acquisitions taken place on January 1, 2011 or of future results of operations of Geocel and Leighs Paints under ownership and operation of the Company.

(Thousands of dollars except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
Net sales	**$2,582,156**	$2,387,005	**$4,736,462**	$4,272,819
Net income	**228,799**	179,570	**330,422**	248,667
Net income per common share:				
Basic	**$ 2.24**	$ 1.70	**$ 3.22**	$ 2.35
Diluted	**$ 2.18**	$ 1.66	**$ 3.15**	$ 2.30

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NOTE 15 — FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures Topic of the ASC applies to the Company's financial and non-financial assets and liabilities. The guidance applies when other standards require or permit the fair value measurement of assets and liabilities. It does not expand the use of fair value measurements. The Company did not have any fair value measurements for its non-financial assets and liabilities during the second quarter. The following table presents the Company's financial assets and liabilities that are measured at fair value on a recurring basis, categorized using the fair value hierarchy:

(Thousands of dollars)	Fair Value at June 30, 2012	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Deferred compensation plan asset [1]	$ 19,094	$ 14,466	$ 4,628	
Liabilities:				
Deferred compensation plan liability [2]	$ 28,012	$ 28,012		

(1) The deferred compensation plan asset consists of the investment funds maintained for the future payments under the Company's executive deferred compensation plan, which is structured as a rabbi trust. The investments are marketable securities accounted for under the Debt and Equity Securities Topic of the ASC. The level 1 investments are valued using quoted market prices multiplied by the number of shares. The level 2 investments are valued based on vendor or broker models. The cost basis of the investment funds is $19,086.

(2) The deferred compensation plan liability is the Company's liability under its executive deferred compensation plan. The liability represents the fair value of the participant shadow accounts, and the value is based on quoted market prices.

NOTE 16 — FINANCIAL INSTRUMENTS

The table below summarizes the carrying amount and fair value of the Company's publicly traded debt and non-publicly traded debt in accordance with the Fair Value Measurements and Disclosures Topic of the ASC. The fair values of the Company's publicly traded debt are based on quoted market prices. The fair values of the Company's non-traded debt are estimated using discounted cash flow analyses, based on the Company's current incremental borrowing rates for similar types of borrowing arrangements. The Company's publicly traded debt and non-traded debt are classified as level 1 and level 2, respectively, in the fair value hierarchy.

(Thousands of dollars)	**June 30, 2012**		June 30, 2011	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Publicly traded debt	**$632,448**	**$694,626**	$632,400	$676,031
Non-traded debt	**7,387**	**7,120**	21,362	20,309

On January 30, 2012, the Company entered into a five-year credit agreement, which was amended on February 6, 2012, February 13, 2012 and February 27, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit of up to an aggregate availability of $500 million.

On April 23, 2012, the Company entered into a new five-year credit agreement, which was amended on April 25, 2012 and May 7, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit up to an aggregate availability of $250 million.

On June 29, 2012, Sherwin-Williams Canada, Inc., a wholly owned subsidiary of the Company, entered into a CAD 75 million five-year revolving credit facility. The credit facility replaced the existing three-year credit facility, and will be used for general corporate purposes, including refinancing indebtedness and for acquisitions.

NOTE 17 — NON-TRADED INVESTMENTS

The Company has invested in the U.S. affordable housing and historic renovation real estate markets. These non-traded investments have been identified as variable interest entities. However, because the Company does not have the power to direct the day-to-day operations of the investments and the risk of loss is limited to the amount of contributed capital, the Company is not considered the primary beneficiary. In accordance with the Consolidation Topic of the ASC, the investments are not consolidated. The Company uses the effective yield method to determine the carrying value of the investments. Under the effective yield method, the initial cost of the investments is amortized over the period that the tax credits are recognized. The carrying amount of the investments, included in Other assets, was $250.5 million and $215.8 million at June 30, 2012 and 2011, respectively. The liability for estimated future capital contributions to the investments was $233.7 million and $190.0 million at June 30, 2012 and 2011, respectively.

NOTE 18 — CAPITAL STOCK

On March 31, 2011, the Company retired all of its 125.4 million shares of common stock held in treasury at that date, which decreased Treasury stock, Common stock and Retained earnings by $4.5 billion, $0.1 billion and $4.4 billion, respectively.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SUMMARY

The Sherwin-Williams Company, founded in 1866, and its consolidated wholly owned subsidiaries (collectively, the "Company") are engaged in the development, manufacture, distribution and sale of paint, coatings and related products to professional, industrial, commercial and retail customers primarily in North and South America with additional operations in the Caribbean region, Europe and Asia. The Company is structured into four reportable segments—Paint Stores Group, Consumer Group, Global Finishes Group and Latin America Coatings Group (collectively, the "Reportable Segments")—and an Administrative segment in the same way it is internally organized for assessing performance and making decisions regarding allocation of resources. See pages 6 through 15 and Note 19, on pages 76 through 79, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Reportable Segments.

The Company's financial condition, liquidity and cash flow were strong in the second quarter of 2012 primarily due to improving domestic architectural paint demand. Net working capital decreased $156.2 million at June 30, 2012 compared to the end of the second quarter of 2011 due to an increase in current liabilities and a slight decrease in current assets. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. Net operating cash increased $93.9 million in the first six months of 2012, including a payment to the IRS for the 2011 ESOP settlement of $59.1 million in the first quarter of 2012, to a cash source of $202.1 million from a cash source of $108.2 million in 2011. In the twelve month period from July 1, 2011 through June 30, 2012, the Company generated net operating cash of $829.8 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million.

Consolidated net sales increased 9.3 percent in the second quarter to $2.573 billion from $2.355 billion in the second quarter of 2011, and increased 11.9 percent in the first six months of 2012 to $4.709 billion from $4.210 billion in the first six months of 2011 due primarily to higher paint sales volume and selling price increases. Consolidated gross profit as a percent of consolidated net sales increased in the second quarter to 44.7 percent from 43.4 percent in 2011 and increased to 43.8 percent from 43.2 percent in the first six months due primarily to selling price increases and increased paint volume. Selling, general and administrative expenses (SG&A) decreased as a percent of consolidated net sales to 31.5 percent from 32.1 percent in the second quarter of 2011 and decreased to 33.3 percent from 34.4 percent in the first six months due primarily to increased sales and good expense control across all Reportable Segments. Interest expense decreased $1.5 million in the second quarter and decreased $1.9 million in the first six months of 2012. The effective income tax rate for second quarter of 2012 was 30.5 percent compared to 30.3 percent in 2011, and the rate for the first six months of 2012 was 30.2 percent compared to 29.7 percent in 2011. Diluted net income per common share increased to $2.17 per share for the second quarter of 2012 from $1.66 per share a year ago and increased to $3.13 per share from $2.29 per share in the first six months.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation and fair presentation of the consolidated unaudited interim financial statements and accompanying notes included in this report are the responsibility of management. The financial statements and footnotes have been prepared in accordance with U.S. generally accepted accounting principles for interim financial statements and contain certain amounts that were based upon management's best estimates, judgments and assumptions that were believed to be reasonable under the circumstances. Management considered the impact of the uncertain economic environment and utilized certain outside sources of economic information when developing the basis for their estimates and assumptions. The impact of the global economic conditions on the estimates and assumptions used by management was believed to be reasonable under the circumstances. Management used assumptions based on historical results, considering the current economic trends, and other assumptions to form the basis for determining appropriate carrying values of assets and liabilities that were not readily available from other sources. Actual results could differ from those estimates. Also, materially different amounts may result under materially different conditions, materially different economic trends or from using materially different assumptions. However, management believes that any materially different amounts resulting from materially different conditions or material changes in facts or circumstances are unlikely to significantly impact the current valuation of assets and liabilities that were not readily available from other sources.

A comprehensive discussion of the Company's critical accounting policies and management estimates and significant accounting policies followed in the preparation of the financial statements is included in Management's Discussion and Analysis of Financial Condition and Results of Operations and in Note 1, on pages 48 through 52, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in critical accounting policies, management estimates or accounting policies followed since the year ended December 31, 2011.

FINANCIAL CONDITION, LIQUIDITY AND CASH FLOW

Overview

The Company's financial condition, liquidity and cash flow were strong in the first six months of 2012 primarily due to improving domestic architectural paint demand. Net working capital decreased $156.2 million at June 30, 2012 compared to the end of the second quarter of 2011 due to an increase in current liabilities and a slight decrease in current assets. Accounts receivable increased $54.0 million while inventories decreased $35.5 million and all other current assets decreased $32.7 million. Accounts payable increased $82.8 million while all other current liabilities increased $59.2 million from June 30, 2011. Net working capital increases were impacted primarily by increased sales and higher raw material costs. The Company has been able to arrange sufficient short-term borrowing capacity at reasonable rates even as credit markets remain tight, and the Company has sufficient total available borrowing capacity to fund its current operating needs. In the first six months of 2012, short-term borrowings increased $258.7 million and accounts payable increased $137.0 million from December 31, 2011 primarily due to the seasonal increase in need for working capital and higher raw material costs, and all other current liabilities decreased $26.5 million primarily due to timing of tax payments. Accounts receivable and inventories increased $352.6 million from December 31, 2011 to June 30, 2012 when normal seasonal trends typically require significant growth in these categories. The Company’s current ratio was 1.04 at June 30, 2012 compared to 1.10 at June 30, 2011 and 1.05 at December 31, 2011. Total debt at June 30, 2012 increased $19.9 million to $1.245 billion from $1.225 billion at June 30, 2011 and increased as a percentage of total capitalization to 44.7 percent from 41.2 percent at the end of the second quarter last year. Total debt increased $251.5 million and increased from 39.6 percent of total capitalization at December 31, 2011. At June 30, 2012, the Company had remaining borrowing ability of $1.643 billion. Net operating cash increased $93.9 million in the first six months of 2012 to a cash source of $202.1 million from a cash source of $108.2 million in 2011 primarily due to an increase in net income of $80.6 million and improved working capital management partially offset by a payment to the IRS for the 2011 ESOP settlement of $59.1 million in the first quarter of 2012. Net investing cash usage increased $4.7 million in the first six months of 2012 to a usage of $90.1 million from a usage of $85.4 million in 2011 primarily due to increased cash used to acquire businesses partially offset by changes in other investments. Net financing cash usage increased $97.3 million to a usage of $95.9 million in the first six months of 2012 from a source of $1.4 million in 2011 primarily due to increases in treasury stock purchases of $229.9 million in the first six months of 2012 partially offset by net increases in short-term borrowings of $91.7 million. In the twelve month period from July 1, 2011 through June 30, 2012, the Company generated net operating cash of $829.8 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million, used $282.5 million in investing activities, and used $572.6 million in financing activities. In that same period, the Company invested $154.8 million in capital additions and improvements, invested $85.8 million in acquisitions, received net proceeds from total debt of $31.8 million, purchased $597.3 million in treasury stock and paid $156.1 million in cash dividends to its shareholders of common stock.

Net Working Capital, Debt and Other Long-Term Assets and Liabilities

Cash and cash equivalents increased $13.9 million during the first six months of 2012. Cash requirements for increased sales and normal seasonal increases in working capital, a payment to the IRS for the 2011 ESOP settlement of $59.1 million in the first quarter of 2012, capital expenditures of $70.0 million, net payments made on long-term debt of $10.3 million, payments of cash dividends of $80.4 million and treasury stock purchases of $362.6 million were funded primarily by net cash from operations and net increase in short-term borrowings of $258.7 million. At June 30, 2012, the Company’s current ratio was 1.04 compared to 1.05 at December 31, 2011 and 1.10 a year ago. The decrease from a year ago was due primarily to the year-over-year increase in accounts payable and short-term borrowings more than offsetting increases in accounts receivable.

Goodwill and intangible assets increased $23.3 million from December 31, 2011 and increased $3.7 million from June 30, 2011. The net increase during the first six months of 2012 was due primarily to acquisitions of $34.5 million, capitalization of software of $1.4 million and foreign currency translation of $0.4 million partially offset by amortization of $13.0 million. The net increase over the twelve-month period from June 30, 2011 resulted from acquisitions of $58.8 million and capitalization of software of $4.8 million partially offset by amortization of $29.5

million, foreign currency translation of $24.9 million and impairments of $5.5 million. See Note 5, on pages 53 to 54, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning goodwill and intangible assets.

Deferred pension assets increased $4.2 million during the first six months of 2012 and decreased $20.5 million from June 30, 2011. The decrease in the last twelve months was due primarily to decreases in the fair market value of equity securities held by the Company's defined benefit pension plans. See Note 7, on pages 58 to 64, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company's benefit plan assets.

Other assets at June 30, 2012 increased $25.3 million in the first six months of 2012 and $43.5 million from a year ago due primarily to increased investments in affordable housing and historic renovation real estate properties along with increases in various other investments during both time periods.

Net property, plant and equipment decreased $18.1 million in the first six months of 2012 and decreased $19.9 million in the twelve months since June 30, 2011. The decrease in the first six months was primarily due to depreciation expense of $75.5 million, sale or disposition of fixed assets of $8.0 million and changes in currency translation rates of $9.6 million partially offset by capital expenditures of $70.0 million and acquisitions of $5.1 million. Since June 30, 2011, depreciation expense of $151.9 million, dispositions or sale of assets with remaining net book value of $13.9 million and changes in currency translation rates of $30.0 million were partially offset by capital expenditures of $154.8 million and acquisitions of $21.0 million. Capital expenditures during the first six months of 2012 primarily represented expenditures associated with improvements and normal equipment replacement in manufacturing and distribution facilities in the Consumer Group and normal equipment replacement in the Paint Stores and Global Finishes Groups.

Short-term borrowings related to the Company's domestic commercial paper program outstanding were $543.9 million at an average rate of 0.27 percent at June 30, 2012. There were no borrowings under certain other short-term revolving and letter of credit agreements at June 30, 2012. Short-term borrowings outstanding under various foreign programs at June 30, 2012 were $61.3 million with a weighted average interest rate of 3.1 percent. The Company had unused capacity of $506.1 million at June 30, 2012 under the commercial paper program that is backed by the Company's revolving credit agreement. On January 30, 2012, the Company entered into a five-year credit agreement, which was amended on February 6, 2012, February 13, 2012 and February 27, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit of up to an aggregate availability of $500 million. On April 23, 2012, the Company entered into a new five-year credit agreement, which was amended on April 25, 2012 and May 7, 2012. This credit agreement gives the Company the right to borrow and to obtain the issuance, renewal, extension and increase of a letter of credit up to an aggregate availability of $250 million. On June 29, 2012, Sherwin-Williams Canada, Inc., a wholly owned subsidiary of the Company, entered into a CAD 75 million five-year revolving credit facility. The credit facility replaced the existing three-year credit facility, and will be used for general corporate purposes, including refinancing indebtedness and for acquisitions. See Note 8, on pages 64 through 65, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company's debt.

Long-term liabilities for postretirement benefits other than pensions did not change significantly from December 31, 2011 and increased $2.0 million from June 30, 2011. The slight increase in the liability was due to the increase in the actuarially determined postretirement benefit obligation resulting from changes in actuarial assumptions and unfavorable claims experience. See Note 7, on pages 58 to 64, in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company's benefit plan obligations.

Other long-term liabilities at June 30, 2012 increased $8.0 million in the first six months of 2012. The increase of $64.8 million from a year ago was due primarily to an increase in non-current deferred tax liabilities.

Environmental-Related Liabilities

The operations of the Company, like those of other companies in the same industry, are subject to various federal, state and local environmental laws and regulations. These laws and regulations not only govern current operations and products, but also impose potential liability on the Company for past operations. Management expects environmental laws and regulations to impose increasingly stringent requirements upon the Company and the industry in the future. Management believes that the Company conducts its operations in compliance with applicable environmental laws and regulations and has implemented various programs designed to protect the environment and promote continued compliance.

Depreciation of capital expenditures and other expenses related to ongoing environmental compliance measures were included in the normal operating expenses of conducting business. The Company's capital expenditures, depreciation and other expenses related to ongoing environmental compliance measures were not material to the Company's financial condition, liquidity, cash flow or results of operations during the first six months of 2012. Management does not expect that such capital expenditures, depreciation and other expenses will be material to the Company's financial condition, liquidity, cash flow or results of operations in 2012.

The Company is involved with environmental investigation and remediation activities at some of its currently and formerly owned sites (including sites which were previously owned and/or operated by businesses acquired by the Company). In addition, the Company, together with other parties, has been designated a potentially responsible party under federal and state environmental protection laws for the investigation and remediation of environmental contamination and hazardous waste at a number of third-party sites, primarily Superfund sites. The Company may be similarly designated with respect to additional third-party sites in the future.

The Company accrues for estimated costs of investigation and remediation activities at its currently and formerly owned sites and third party sites for which commitments or clean-up plans have been developed and when such costs can be reasonably estimated based on industry standards and professional judgment. These estimated costs are based on currently available facts regarding each site. The Company accrues a specific estimated amount when such an amount and a time frame in which the costs will be incurred can be reasonably determined. If the best estimate of costs can only be identified as a range and no specific amount within that range can be determined more likely than any other amount within the range, the minimum of the range is accrued by the Company in accordance with applicable accounting rules and interpretations. The Company continuously assesses its potential liability for investigation and remediation activities and adjusts its environmental-related accruals as information becomes available upon which more accurate costs can be reasonably estimated. At June 30, 2012 and 2011, the Company had accruals for environmental-related activities of $126.8 million and $147.5 million, respectively.

Due to the uncertainties of the scope and magnitude of contamination and the degree of investigation and remediation activities that may be necessary at certain currently or formerly owned sites and third party sites, it is reasonably likely that further extensive investigations may be required and that extensive remedial actions may be necessary not only on such sites but on adjacent properties. Depending on the extent of the additional investigations and remedial actions necessary, the Company's ultimate liability may result in costs that are significantly higher than currently accrued. If the Company's future loss contingency is ultimately determined to be at the maximum of the range of possible outcomes for every site for which costs can be reasonably estimated, the Company's aggregate accruals for environmental-related activities would be $97.7 million higher than the accruals at June 30, 2012.

Four of the Company's currently and formerly owned sites accounted for the majority of the accruals for environmental-related activities and the unaccrued maximum of the estimated range of possible outcomes at June 30, 2012. At June 30, 2012, $84.6 million, or 66.7 percent, related directly to these four sites. Of the aggregate unaccrued exposure at June 30, 2012, $66.2 million, or 67.8 percent, related to the four sites. While environmental investigations and remedial actions are in different stages at these sites, additional investigations, remedial actions and/or monitoring will likely be required at each site. A comprehensive description of the four currently and formerly owned sites that account for the majority of the accruals for environmental-related activities is included in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in the investigative or remedial status of the four sites since December 31, 2011.

Management cannot presently estimate the ultimate potential loss contingencies related to these four sites or other less significant sites until such time as a substantial portion of the investigative activities at each site is completed and remedial action plans are developed.

In accordance with the Asset Retirement Obligations Topic of the ASC, the Company has identified certain conditional asset retirement obligations at various current manufacturing, distribution and store facilities. These obligations relate primarily to asbestos abatement and closures of hazardous waste containment devices. Using investigative, remediation and disposal methods that are currently available to the Company, the estimated cost of these obligations is not significant.

In the event any future loss contingency significantly exceeds the current amount accrued, the recording of the ultimate liability may result in a material impact on net income for the annual or interim period during which the additional costs are accrued. Management does not believe that any potential liability ultimately attributed to the Company for its environmental-related matters or conditional asset retirement obligations will have a material adverse effect on the Company's financial condition, liquidity, or cash flow due to the extended period of time during which environmental investigation and remediation takes place. An estimate of the potential impact on the Company's operations cannot be made due to the aforementioned uncertainties.

Management expects these contingent environmental-related liabilities and conditional asset retirement obligations to be resolved over an extended period of time. Management is unable to provide a more specific time frame due to the indefinite amount of time to conduct investigation activities at any site, the indefinite amount of time to obtain governmental agency approval, as necessary, with respect to investigation and remediation activities, and the indefinite amount of time necessary to conduct remediation activities.

Contractual Obligations, Commercial Commitments and Warranties

Short-term borrowings increased $258.7 million to $605.0 million at June 30, 2012 from $346.3 million at December 31, 2011. Total long-term debt decreased $7.2 million to $639.8 million at June 30, 2012 from $647.1 million at December 31, 2011 and $653.8 million at June 30, 2011. See the Financial Condition, Liquidity and Cash Flow section of this report for more information. There have been no other significant changes to the Company's contractual obligations and commercial commitments in the second quarter or the first six months of 2012 as summarized in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Changes to the Company's accrual for product warranty claims in the first six months of 2012 are disclosed in Note 5.

Contingent Liabilities

Life Shield Engineered Systems, LLC (Life Shield) is a wholly-owned subsidiary of the Company. Life Shield develops and manufactures blast and fragment mitigating systems. The blast and fragment mitigating systems create a potentially higher level of product liability for the Company (as an owner of and supplier to Life Shield) than is normally associated with coatings and related products currently manufactured, distributed and sold by the Company.

Certain of Life Shield's technology has been designated as Qualified Anti-Terrorism Technology and granted a Designation under the Support Anti-Terrorism by Fostering Effective Technologies Act of 2002 (SAFETY Act) and the regulations adopted pursuant to the SAFETY Act. Under the SAFETY Act, the potentially higher level of possible product liability for Life Shield relating to the technology granted the Designation is limited to $6.0 million per occurrence in the event any such liability arises from an Act of Terrorism (as defined in the SAFETY Act). The limitation of liability provided for under the SAFETY Act does not apply to any technology not granted a designation or certification as a Qualified Anti-Terrorism Technology, nor in the event that any such liability arises from an act or event other than an Act of Terrorism. Life Shield maintains insurance for liabilities up to the $6.0 million per occurrence limitation caused by failure of its products in the event of an Act of Terrorism.

Management of the Company has reviewed the potential increased liabilities associated with Life Shield's systems and determined that potential liabilities arising from an Act of Terrorism that could ultimately affect the Company will be appropriately insured or limited by current regulations. However, due to the uncertainties involved in the future development, usage and application of Life Shield's systems, the number or nature of possible future claims and legal proceedings, or the effect that any change in legislation and/or administrative regulations may have on the limitations of potential liabilities, management cannot reasonably determine the scope or amount of any potential costs and liabilities for the Company related to Life Shield or to Life Shield's systems. Any potential liability for the Company that may result from Life Shield or Life Shield's systems cannot reasonably be estimated. However, based upon, among other things, the limitation of liability under the SAFETY Act in the event of an Act of Terrorism, management does not currently believe that the costs or potential liability ultimately determined to be attributable to the Company through its ownership of Life Shield, or as a supplier to Life Shield arising from the use of Life Shield's systems will have a material adverse effect on the Company's results of operations, liquidity or financial conditions.

Litigation

In the course of its business, the Company is subject to a variety of claims and lawsuits, including, but not limited to, litigation relating to product liability and warranty, personal injury, environmental, intellectual property, commercial, contractual and antitrust claims that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. These uncertainties will ultimately be resolved when one or more future events occur or fail to occur confirming the incurrence of a liability or the reduction of a liability. In accordance with the Contingencies Topic of the ASC, the Company accrues for these contingencies by a charge to income when it is both probable that one or more future events will occur confirming the fact of a loss and the amount of the loss can be reasonably estimated. In the event that the Company's loss contingency is ultimately determined to be significantly higher than currently accrued, the recording of the additional liability may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such additional liability is accrued. In those cases where no accrual is recorded because it is not probable that a liability has been incurred and cannot be reasonably estimated, any potential liability ultimately determined to be attributable to the Company may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued. In those cases where no accrual is recorded or exposure to loss exists in excess of the amount accrued, the Contingencies Topic of the ASC requires disclosure of the contingency when there is a reasonable possibility that a loss or additional loss may have been incurred.

Lead pigment and lead-based paint litigation. The Company's past operations included the manufacture and sale of lead pigments and lead-based paints. The Company, along with other companies, is and has been a defendant in a number of legal proceedings, including individual personal injury actions, purported class actions, and actions brought by various counties, cities, school districts and other government-related entities, arising from the manufacture and sale of lead pigments and lead-based paints. The plaintiffs' claims have been based upon various legal theories, including negligence, strict liability, breach of warranty, negligent misrepresentations and omissions, fraudulent misrepresentations and omissions, concert of action, civil conspiracy, violations of unfair trade practice and consumer protection laws, enterprise liability, market share liability, public nuisance, unjust enrichment and other theories. The plaintiffs seek various damages and relief, including personal injury and property damage, costs relating to the detection and abatement of lead-based paint from buildings, costs associated with a public education campaign, medical monitoring costs and others. The Company is also a defendant in legal proceedings arising from the manufacture and sale of non-lead-based paints that seek recovery based upon various legal theories, including the failure to adequately warn of potential exposure to lead during surface preparation when using non-lead-based paint on surfaces previously painted with lead-based paint. The Company believes that the litigation brought to date is without merit or subject to meritorious defenses and is vigorously defending such litigation. The Company has not settled any lead pigment or lead-based paint litigation. The Company expects that additional lead pigment and lead-based paint litigation may be filed against the Company in the future asserting similar or different legal theories and seeking similar or different types of damages and relief.

Notwithstanding the Company's views on the merits, litigation is inherently subject to many uncertainties, and the Company ultimately may not prevail. Adverse court rulings or determinations of liability, among other factors, could affect the lead pigment and lead-based paint litigation against the Company and encourage an increase in the number and nature of future claims and proceedings. In addition, from time to time, various legislation and administrative regulations have been enacted, promulgated or proposed to impose obligations on present and former manufacturers of lead pigments and lead-based paints respecting asserted health concerns associated with such products or to overturn the effect of court decisions in which the Company and other manufacturers have been successful.

Due to the uncertainties involved, management is unable to predict the outcome of the lead pigment and lead-based paint litigation, the number or nature of possible future claims and proceedings, or the effect that any legislation and/or administrative regulations may have on the litigation or against the Company. In addition, management cannot reasonably determine the scope or amount of the potential costs and liabilities related to such litigation, or resulting from any such legislation and regulations. The Company has not accrued any amounts for such litigation. With respect to such litigation, including the public nuisance litigation, the Company does not believe that it is probable that a loss has occurred, and it is not possible to estimate the range of potential losses as there is no prior history of a loss of this nature and there is no substantive information upon which an estimate could be based. In addition, any potential liability that may result from any changes to legislation and regulations cannot reasonably be estimated. In the event any significant liability is determined to be attributable to the Company relating to such litigation, the recording of the liability may result in a material impact on net income for the annual or interim period during which such liability is accrued. Additionally, due to the uncertainties associated with the amount of any such liability and/or the nature of any other remedy which may be imposed in such litigation, any potential liability determined to be attributable to the Company arising out of such litigation may have a material adverse effect on the Company's results of operations, liquidity or financial condition. An estimate of the potential impact on the Company's results of operations, liquidity or financial condition cannot be made due to the aforementioned uncertainties.

Public nuisance claim litigation. The Company and other companies are or were defendants in legal proceedings seeking recovery based on public nuisance liability theories, among other theories, brought by the State of Rhode Island, the City of St. Louis, Missouri, various cities and counties in the State of New Jersey, various cities in the State of Ohio and the State of Ohio, the City of Chicago, Illinois, the City of Milwaukee, Wisconsin and the County of Santa Clara, California and other public entities in the State of California. Except for the Santa Clara County, California proceeding, all of these legal proceedings have been concluded in favor of the Company and other defendants at various stages in the proceedings.

The proceedings initiated by the State of Rhode Island included two jury trials. At the conclusion of the second trial, the jury returned a verdict finding that (i) the cumulative presence of lead pigment in paints and coatings on buildings in the State of Rhode Island constitutes a public nuisance, (ii) the Company, along with two other defendants, caused or substantially contributed to the creation of the public nuisance, and (iii) the Company and two other defendants should be ordered to abate the public nuisance. The Company and two other defendants appealed and, on July 1, 2008, the Rhode Island Supreme Court, among other determinations, reversed the judgment of abatement with respect to the Company and two other defendants. The Rhode Island Supreme Court's decision reversed the public nuisance liability judgment against the Company on the basis that the complaint failed to state a public nuisance claim as a matter of law.

The Santa Clara County, California proceeding was initiated in March 2000 in the Superior Court of the State of California, County of Santa Clara. In the original complaint, the plaintiffs asserted various claims including fraud and concealment, strict product liability/failure to warn, strict product liability/design defect, negligence, negligent breach of a special duty, public nuisance, private nuisance, and violations of California's Business and Professions Code. A number of the asserted claims were resolved in favor of the defendants through pre-trial proceedings. The named plaintiffs in the Fourth Amended Complaint, filed on March 16, 2011, are the Counties of Santa Clara, Alameda, Los Angeles, Monterey, San Mateo, Solano and Ventura, and the Cities of Oakland, San Diego and San Francisco. The Fourth Amended Complaint asserts a sole claim for public nuisance, alleging that the presence of lead products for use in paint and coatings in, on and around buildings in the plaintiffs' jurisdictions constitutes a public nuisance. The plaintiffs seek the abatement of the alleged public nuisance that exists within the plaintiffs' jurisdictions.

Litigation seeking damages from alleged personal injury. The Company and other companies are defendants in a number of legal proceedings seeking monetary damages and other relief from alleged personal injuries. These proceedings include claims by children allegedly injured from ingestion of lead pigment or lead-containing paint, claims for damages allegedly incurred by the children's parents or guardians, and claims for damages allegedly incurred by professional painting contractors. These proceedings generally seek compensatory and punitive damages, and seek other relief including medical monitoring costs. These proceedings include purported claims by individuals, groups of individuals and class actions.

The plaintiff in Thomas v. Lead Industries Association, et al., initiated an action in state court against the Company, other alleged former lead pigment manufacturers and the Lead Industries Association in September 1999. The claims against the Company and the other defendants include strict liability, negligence, negligent misrepresentation and omissions, fraudulent misrepresentation and omissions, concert of action, civil conspiracy and enterprise liability. Implicit within these claims is the theory of "risk contribution" liability (Wisconsin's theory which is similar to market share liability) due to the plaintiff's inability to identify the manufacturer of any product that allegedly injured the plaintiff. The case ultimately proceeded to trial and, on November 5, 2007, the jury returned a defense verdict, finding that the plaintiff had ingested white lead carbonate, but was not brain damaged or injured as a result. The plaintiff appealed and, on December 16, 2010, the Wisconsin Court of Appeals affirmed the final judgment in favor of the Company and other defendants.

Wisconsin is the only jurisdiction to date to apply a theory of liability with respect to alleged personal injury (i.e., risk contribution/market share liability) that does not require the plaintiff to identify the manufacturer of the product that allegedly injured the plaintiff in the lead pigment and lead-based paint litigation. Although the risk contribution liability theory was applied during the Thomas trial, the constitutionality of this theory as applied to the lead pigment cases has not been judicially determined by the Wisconsin state courts. However, in an unrelated action filed in the United States District Court for the Eastern District of Wisconsin, Gibson v. American Cyanamid, et al., on November 15, 2010, the District Court held that Wisconsin's risk contribution theory as applied in that case violated the defendants' right to substantive due process and is unconstitutionally retroactive. The District Court's decision in Gibson v. American Cyanamid, et al., has been appealed by the plaintiff.

Insurance coverage litigation. The Company and its liability insurers, including certain Underwriters at Lloyd's of London, initiated legal proceedings against each other to primarily determine, among other things, whether the costs and liabilities associated with the abatement of lead pigment are covered under certain insurance policies issued to the Company. The Company's action, filed on March 3, 2006 in the Common Pleas Court, Cuyahoga County, Ohio, is currently stayed. The liability insurers' action, which was filed on February 23, 2006 in the Supreme Court of the State of New York, County of New York, has been dismissed. An ultimate loss in the insurance coverage litigation would mean that insurance proceeds could be unavailable under the policies at issue to mitigate any ultimate abatement related costs and liabilities. The Company has not recorded any assets related to these insurance policies or otherwise assumed that proceeds from these insurance policies would be received in estimating any contingent liability accrual. Therefore, an ultimate loss in the insurance coverage litigation without a determination of liability against the Company in the lead pigment or lead-based paint litigation will have no impact on the Company's results of operation, liquidity or financial condition. As previously stated, however, the Company has not accrued any amounts for the lead pigment or lead-based paint litigation and any significant liability ultimately determined to be attributable to the Company relating to such litigation may result in a material impact on the Company's results of operations, liquidity or financial condition for the annual or interim period during which such liability is accrued.

Department of Labor (DOL) Leveraged ESOP Investigation. As previously disclosed, the DOL's investigation of transactions related to the Company's ESOP (the "Leveraged ESOP Transactions") remains open. On April 19, 2012, the Employee Benefits Security Administration of the DOL notified the Company, certain current and former directors and the ESOP trustee of potential enforcement claims asserting breaches of fiduciary obligations. The DOL is seeking compensatory and equitable remedies, including monetary damages to the ESOP for alleged losses to the ESOP. The Company believes that the DOL's claims are subject to meritorious defenses and will vigorously defend any proceedings initiated by the DOL. The Company has not accrued any amounts for such claims.

Shareholders' Equity

Shareholders' equity increased $22.3 million to $1.539 billion at June 30, 2012 from $1.517 billion at December 31, 2011 and decreased $207.6 million from $1.747 billion at June 30, 2011. Effective March 31, 2011, the Company retired all of its 125.4 million shares of common stock held in treasury, which resulted in decreases in treasury stock, common stock and retained earnings of $4.357 billion, $0.125 billion and $4.482 billion, respectively. The increase in Shareholders' equity for the first six months of 2012 resulted primarily from net income of $328.0 million, an increase in Other capital of $131.6 million, resulting primarily from stock option exercises, and a decrease in Cumulative other comprehensive loss of $18.6 million partially offset by purchases of treasury stock of $362.6 million and cash dividends paid on common stock of $80.4 million. Since June 30, 2011, purchases of treasury stock for $597.3 million cash dividends paid on common stock of $156.1 million and an increase in Cumulative other comprehensive loss of $104.1 million in twelve months, due primarily to unfavorable foreign currency translation effects, more than offset net income of $522.5 million and an increase in Other capital of $139.8 million. During the first six months of 2012, the Company purchased 3.30 million shares of its common stock for treasury purposes through open market purchases. The Company purchased 6.40 million shares of its common stock since June 30, 2011 for treasury. The Company acquires its common stock for general corporate purposes, and depending on its cash position and market conditions, it may acquire additional shares in the future. The Company had remaining authorization at June 30, 2012 to purchase 17.75 million shares of its common stock. At a meeting held on July 18, 2012, the Board of Directors increased the quarterly cash dividend from $.365 per common share to $.39 per common share. This quarterly dividend, if approved in each of the remaining quarters of 2012, would result in an annual dividend for 2012 of $1.56 per common share or a 37.7 percent payout of 2011 diluted net income per common share.

Cash Flow

Net operating cash increased $93.9 million in the first six months of 2012 to a cash source of $202.1 million from a cash source of $108.2 million in 2011 primarily due to an increase in net income of $80.6 million and improved working capital management partially offset by a payment to the IRS for the 2011 ESOP settlement of $59.1 million in the first quarter of 2012. Net investing cash usage increased $4.7 million in the first six months of 2012 to a usage of $90.1 million from a usage of $85.4 million in 2011 primarily due to increased cash used to acquire businesses partially offset by changes in other investments. Net financing cash usage increased $97.3 million to a usage of $95.9 million in the first six months of 2012 from a source of $1.4 million in 2011 primarily due to increases in treasury stock purchases of $229.9 million in the first six months of 2012 partially offset by net increases in short-term borrowings of $91.7 million. In the twelve month period from July 1, 2011 through June 30, 2012, the Company generated net operating cash of $829.8 million, including two payments to the IRS for the 2011 ESOP settlement totaling $119.1 million, used $282.5 million in investing activities, and used $572.6 million in financing activities. In that same period, the Company invested $154.8 million in capital additions and improvements, invested $85.8 million in acquisitions, received net proceeds from total debt $31.8 million, purchased $597.3 million in treasury stock and paid $156.1 million in cash dividends to its shareholders of common stock.

Market Risk

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. In the first six months of 2012, the Company entered into forward currency exchange contracts with maturity dates of less than twelve months to hedge against value changes in foreign currency. The Company believes it may be exposed to continuing market risk from foreign currency exchange rate and commodity price fluctuations. However, the Company does not expect that foreign currency exchange rate and commodity price fluctuations or hedging contract losses will have a material adverse effect on the Company’s financial condition, results of operations or cash flows.

Financial Covenant

Certain borrowings contain a consolidated leverage covenant. The covenant states the Company’s leverage ratio is not to exceed 3.00 to 1.00. In connection with the new credit facility entered into on July 8, 2011, the leverage ratio for that facility was increased to 3.25 to 1.00. The leverage ratio is defined as the ratio of total indebtedness (the sum of Short-term borrowings, Current portion of long-term debt and Long-term debt) at the reporting date to consolidated “Earnings Before Interest, Taxes, Depreciation, and Amortization” (EBITDA) for the 12-month period ended on the same date. Refer to the “Results of Operations” caption below for a reconciliation of EBITDA to Net income. At June 30, 2012, the Company was in compliance with the covenant. The Company’s Notes, Debentures and revolving credit agreements contain various default and cross-default provisions. In the event of default under any one of these arrangements, acceleration of the maturity of any one or more of these borrowings may result. See Note 8, on page 64 and 65, in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 for more information concerning the Company’s debt and related covenant.

RESULTS OF OPERATIONS

Shown below are net sales and income before taxes by segment for the second quarter and first six months:

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(thousands of dollars)	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Change	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Change
Net Sales:						
Paint Stores Group	**$1,488,109**	$1,299,047	14.6%	**$2,611,187**	$2,228,314	17.2%
Consumer Group	**397,749**	375,634	5.9%	**718,122**	670,564	7.1%
Global Finishes Group	**498,693**	482,695	3.3%	**981,768**	918,012	6.9%
Latin America Coatings Group	**187,281**	196,176	-4.5%	**395,874**	391,025	1.2%
Administrative	**1,190**	1,199	-0.8%	**2,415**	2,422	-0.3%
Total	**$2,573,022**	$2,354,751	9.3%	**$4,709,366**	$4,210,337	11.9%

	Three Months Ended June 30, 2012	Three Months Ended June 30, 2011	Change	Six Months Ended June 30, 2012	Six Months Ended June 30, 2011	Change
Income Before Income Taxes:						
Paint Stores Group	**$266,982**	$206,631	29.2%	**$ 379,694**	$ 275,488	37.8%
Consumer Group	**80,757**	61,371	31.6%	**136,063**	102,462	32.8%
Global Finishes Group	**48,032**	30,249	58.8%	**76,669**	49,687	54.3%
Latin America Coatings Group	**9,281**	15,821	-41.3%	**29,168**	33,193	-12.1%
Administrative	**(77,249)**	(57,056)	-35.4%	**(151,476)**	(109,101)	38.8%
Total	**$327,803**	$257,016	27.5%	**$ 470,118**	$ 351,729	33.7%

Consolidated net sales increased in the second quarter and first six months of 2012 due primarily to higher paint sales volume and selling price increases.

Net sales of all consolidated foreign subsidiaries were down 3.0 percent to $491.9 million in the quarter and up 1.7 percent to $993.8 million in the first six months versus $507.1 million and $977.1 million in the same periods last year. The decrease in net sales for all consolidated foreign subsidiaries in the quarter was due primarily to a 10.8 percent negative impact of foreign currency translation rate changes partially offset by acquisitions, which increased net sales 4.6 percent in the quarter, and selling price increases. The increase in the first six months was due primarily to higher paint sales volume, selling price increases and acquisitions, which increased net sales 4.1 percent in the first six months, partially offset by a 7.8 percent negative impact of foreign currency translation rate changes in the first six months. Net sales of all operations other than consolidated foreign subsidiaries were up 12.6 percent to $2.081 billion in the quarter and up 14.9 percent to $3.716 billion in the first six months as compared to $1.848 billion and $3.233 billion in the same periods last year.

Net sales in the Paint Stores Group increased due primarily to higher paint sales volume and selling price increases. Net sales from stores open for more than twelve calendar months increased 13.9 percent in the quarter and increased 16.6 percent in the first six months compared to last year’s comparable periods. Total paint sales volume percentage increases were in the high single digits for the quarter and first six months as compared to last year’s comparable periods. Sales of non-paint products increased by 9.4 percent over last year’s second quarter and increased by 12.4 percent over last year’s first six months. A discussion of changes in volume versus pricing for sales of products other than paint is not pertinent due to the wide assortment of general merchandise sold. Net sales of the Consumer Group increased in the second quarter and first six months due primarily to selling price increases. Net sales in the Global Finishes Group stated in U.S. dollars increased in the second quarter and first six months primarily due to selling price increases, acquisitions and higher paint sales volume partially offset by unfavorable currency translation rate changes. Acquisitions increased sales by 3.7 percent and 3.8 percent for the second quarter and the first six months, respectively. Currency translation rate changes decreased sales 5.4 percent in the quarter and 3.9 percent in the first six months. Net sales in the Latin America Coatings Group stated in US dollars decreased in the second quarter, which can primarily be attributed to unfavorable currency translation rate changes partially offset by selling price increases and higher paint sales volume. Net sales in the Latin America Coatings Group stated in US dollars increased in the first six months primarily due to selling price increases and higher paint sales volume partially offset by unfavorable currency translation rate changes. Currency translation rate changes decreased net sales by 14.5 percent in the quarter and 10.1 percent in the first six months. Net sales in the Administrative segment, which primarily consist of external leasing revenue of excess headquarters space and leasing of facilities no longer used by the Company in its primary business, was essentially flat in the second quarter and first six months.

Consolidated gross profit increased $127.8 million in the second quarter and increased $240.3 million in the first six months of 2012 compared to the same periods in 2011. As a percent of sales, consolidated gross profit increased to 44.7 percent in the quarter from 43.4 percent in the second quarter of 2011 and improved to 43.8 percent in the first six months of 2012 from 43.2 percent last year. The percent to sales and dollar increases for both periods were primarily due to increased paint sales volume and selling price increases partially offset by higher raw material costs.

The Paint Stores Group’s gross profit was higher than last year by $100.3 million in the second quarter and was higher than last year by $180.2 in the first six months due to increased paint sales volume and higher selling prices partially offset by increased raw material costs. The Paint Stores Group’s gross profit margins were higher in the quarter and were lower in the first six months compared to the same periods last year. The Consumer Group’s gross profit increased by $27.5 million in the quarter and increased by $43.1 million in the first six months due primarily to selling price increases partially offset by increased raw material costs. The Consumer Group’s gross profit margins increased as a percent of sales for the second quarter and the first six months compared to the same periods last year primarily due to selling price increases partially offset by increased raw material costs. The Global Finishes Group’s gross profit increased $11.3 million in the second quarter and increased $21.6 million in the first six months compared to the same periods last year, when stated in U.S. dollars, due primarily to selling price increases, acquisitions and higher paint sales volume partially offset by increased raw material costs and unfavorable currency translation rate changes. The Global Finishes Group’s gross profit margins were up as a percent of sales in the quarter, due to selling price increases and higher sales volume partially offset by increased raw material costs, and flat in the first six months compared to last year. The Latin America Coatings Group’s gross profit decreased by $4.5 million in the second quarter and its gross profit decreased by $1.0 million in the first six months from the same periods in the prior year, when stated in U.S. dollars, primarily due to unfavorable currency translation rate changes. The Latin America Coatings Group's gross profit margins were down as a percent of sales for the second quarter and the first six months as compared to the same periods last year primarily due to unfavorable currency translation rate changes and increased raw material costs partially offset by selling price increases and higher paint sales volume. The Administrative segment's gross profit decreased by an insignificant amount in the second quarter and in the first six months compared to the same periods last year.

Selling, general and administrative expenses (SG&A) increased $54.7 million in the second quarter and increased $121.2 million in the first six months of 2012 versus last year due primarily to increased expenses to support higher sales levels and net new store openings. As a percent of sales, consolidated SG&A decreased to 31.5 percent in the quarter and decreased to 33.3 percent in the first six months from 32.1 percent in the second quarter and 34.4 percent in the first six months of 2011 due to higher sales.

The Paint Stores Group's SG&A increased $40.5 million in the second quarter and increased $77.0 million in the first six months due primarily to net new store openings and general comparable store expenses to support higher sales levels. The Consumer Group's SG&A was up $7.8 million in the quarter and $8.6 million in the first six months of 2012 compared to the same periods last year. The Global Finishes Group's SG&A decreased $2.0 million in the quarter and increased $5.1 million in the first six months. The Latin America Coatings Group's SG&A decreased $1.1 million in the second quarter and increased $1.4 million in the first six months. The Administrative segment's SG&A increased by $9.4 million in the second quarter and increased by $29.1 million in the first six months due primarily to an increase in incentive compensation expense, including stock-based compensation, and information systems costs to integrate the previous acquisitions.

Other general expense—net increased $3.8 million in the second quarter and increased by $7.6 million in the first six months. The increase in the quarter was primarily due to increased provisions for environmental expenses in the Administrative segment. The increase in the first six months was primarily due to increased provisions for environmental expenses partially offset by decreased gain on the sale of assets.

Other income—net was flat in the second quarter and increased $5.1 million in the first six months primarily due to increased foreign currency gains primarily impacting the Global Finishes and Latin America Coatings Groups.

Consolidated income before income taxes increased $70.8 million in the second quarter and increased $118.4 million in the first six months of 2012 due to higher segment profits in Paint Stores, Consumer and Global Finishes Groups partially offset by decreased profits in Latin America Coatings Group and increased expenses in the Administrative segment.

The effective income tax rate of 30.5 percent for the second quarter of 2012 was higher than the 30.3 percent effective income tax rate for the second quarter of 2011 due primarily to the timing of discrete items. The effective income tax rate of 30.2 percent for the first six months of 2012 was higher than the 29.7 percent effective income tax rate for the first six months of 2011 due primarily to the timing of discrete items.

Net income for the quarter increased $48.7 million to $227.8 million from $179.1 million in the second quarter of 2011 and increased $80.6 million to $328.0 million from $247.4 million in the first six months of 2011. Diluted net income per common share increased 30.7 percent from $1.66 per share in the second quarter of 2011 to $2.17 per share in the second quarter of 2012. Diluted net income per common share increased 36.7 percent from $2.29 in the first six months of 2011 to $3.13 in the first six months of 2012.

Management considers a measurement that is not in accordance with U.S. generally accepted accounting principles a useful measurement of the operational profitability of the Company. Some investment professionals also utilize such a measurement as an indicator of the value of profits and cash that are generated strictly from operating activities, putting aside working capital and certain other balance sheet changes. For this measurement, management increases net income for significant non-operating and non-cash expense items to arrive at an amount known as "Earnings Before Interest, Taxes, Depreciation and Amortization" (EBITDA). The reader is cautioned that the following value for EBITDA should not be compared to other entities unknowingly. EBITDA should not be considered an alternative to net income or cash flows from operating activities as an indicator of operating performance or as a measure of liquidity. The reader should refer to the determination of net income and cash flows from operating activities in accordance with U. S. generally accepted accounting principles disclosed in the Statements of Consolidated Income and Statements of Consolidated Cash Flows. EBITDA as used by management is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	**2012**	2011
(thousands of dollars)				
Net income	**$227,813**	$179,115	**$328,029**	$247,431
Interest expense	**10,230**	11,747	**20,567**	22,422
Income taxes	**99,990**	77,901	**142,089**	104,298
Depreciation	**37,623**	37,475	**75,507**	74,807
Amortization	**6,364**	6,733	**12,963**	13,127
EBITDA	**$382,020**	$312,971	**$579,155**	$462,085

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this report constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based upon management's current expectations, estimates, assumptions and beliefs concerning future events and conditions and may discuss, among other things, anticipated future performance (including sales and earnings), expected growth, future business plans and the costs and potential liability for environmental-related matters and the lead pigment and lead-based paint litigation. Any statement that is not historical in nature is a forward-looking statement and may be identified by the use of words and phrases such as "expects," "anticipates," "believes," "will," "will likely result," "will continue," "plans to" and similar expressions.

Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, that could cause actual results to differ materially from such statements and from the Company's historical results and experience. These risks, uncertainties and other factors include such things as: (a) the duration and severity of the current negative global economic and financial conditions; (b) general business conditions, strengths of retail and manufacturing economies and the growth in the coatings industry; (c) competitive factors, including pricing pressures and product innovation and quality; (d) changes in raw material and energy supplies and pricing; (e) changes in the Company's relationships with customers and suppliers; (f) the Company's ability to attain cost savings from productivity initiatives; (g) the Company's ability to successfully integrate past and future acquisitions into its existing operations, including the recent acquisitions of Becker Acroma Industrial Wood Coatings, Sayerlack Industrial Wood Coatings, Pinturas Condor, Leighs Paints and Geocel, as well as the performance of the businesses acquired; (h) risks and uncertainties associated with the Company's ownership of Life Shield Engineered Systems LLC; (i) changes in general domestic economic conditions such as inflation rates, interest rates, tax rates, unemployment rates, higher labor and healthcare costs, recessions, and changing governmental policies, laws and regulations; (j) risks and uncertainties associated with the Company's expansion into and its operations in Asia, Europe, Mexico, South America and other foreign markets, including general economic conditions, inflation rates, recessions, foreign currency exchange rates, foreign investment and repatriation restrictions, legal and regulatory constraints, civil unrest and other external economic and political factors; (k) the achievement of growth in foreign markets, such as Asia, Europe, Mexico and South America; (l) increasingly stringent domestic and foreign governmental regulations including those affecting health, safety and the environment; (m) inherent uncertainties involved in assessing the Company's potential liability for environmental-related activities; (n) other changes in governmental policies, laws and regulations, including changes in accounting policies and standards and taxation requirements (such as new tax laws and new or revised tax law interpretations); (o) the nature, cost, quantity and outcome of pending and future litigation and other claims, including the lead pigment and lead-based paint litigation, and the effect of any legislation and administrative regulations relating thereto; and (p) unusual weather conditions.

Readers are cautioned that it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results and that the above list should not be considered to be a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk associated with interest rate, foreign currency and commodity fluctuations. The Company occasionally utilizes derivative instruments as part of its overall financial risk management policy, but does not use derivative instruments for speculative or trading purposes. The Company enters into option and forward currency exchange contracts and commodity swaps to hedge against value changes in foreign currency and commodities. The Company believes it may experience continuing losses from foreign currency translation and commodity price fluctuations. However, the Company does not expect currency translation, transaction, commodity price fluctuations or hedging contract losses to have a material adverse effect on the Company's financial condition, results of operations or cash flows. There were no material changes in the Company's exposure to market risk since the disclosure included in Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our Chairman and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 and Rule 15d-15 of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Based upon that evaluation, our Chairman and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer concluded that as of the end of the period covered by this report our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and accumulated and communicated to our management including our Chairman and Chief Executive Officer and our Senior Vice President—Finance and Chief Financial Officer, to allow timely decisions regarding required disclosure.

There were no changes in our internal control over financial reporting identified in connection with the evaluation that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings .

For information with respect to certain environmental-related matters and legal proceedings, see the information included under the captions entitled “Environmental-Related Liabilities” and “Litigation” of “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Notes 8 and 9 of the “Notes to Condensed Consolidated Financial Statements,” which is incorporated herein by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

A summary of the repurchase activity for the Company's second quarter is as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Number of Shares Purchased as Part of a Publicly Announced Plan	Number of Shares That May Yet Be Purchased Under the Plan
April 1 - April 30				
Share repurchase program [1]	150,000	$120.71	150,000	19,100,000
May 1 - May 31				
Share repurchase program [1]	1,350,000	$121.28	1,350,000	17,750,000
Employee transactions [2]	3,653	123.03		NA
June 1 - June 30				
Share repurchase program [1]				17,750,000
Total				
Share repurchase program [1]	1,500,000	$121.22	1,500,000	17,750,000
Employee transactions [2]	3,653	123.03		NA

(1) All shares were purchased through the Company's publicly announced share repurchase program. On October 20, 2011, the Board of Directors of the Company authorized the Company to purchase an additional 20,000,000 shares of its common stock. The Company had remaining authorization at June 30, 2012 to purchase 17,750,000 shares. There is no expiration date specified for the program. The Company intends to repurchase stock under the program in the future.

(2) All shares were delivered to satisfy the exercise price and/or tax withholding obligations by employees who exercised stock options or had shares of restricted stock vest.

Item 5. Other Information .

During the fiscal quarter ended June 30, 2012, the Audit Committee of the Board of Directors of the Company approved permitted non-audit services to be performed by Ernst & Young LLP, the Company's independent registered public accounting firm. These non-audit services were approved within categories related to domestic advisory tax and tax compliance services and international tax compliance.

Item 6.	Exhibits.
4(a)	Five Year Credit Agreement, dated as of April 23, 2012, by and among the Company, Citicorp USA, Inc., as administrative agent and issuing bank, and the Lenders party thereto filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated April 23, 2012, and incorporated herein by reference.
4(b)	Agreement for Letter of Credit, dated as of April 23, 2012, by and between the Company and Citibank, N.A. filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated April 23, 2012, and incorporated herein by reference.
4(c)	Five Year Credit Agreement Amendment No. 1, dated as of April 25, 2012, by and among the Company, Citicorp USA, Inc., as administrative agent and issuing bank, and the Lenders party thereto filed as Exhibit 4 to the Company's Current Report on Form 8-K dated April 25, 2012, and incorporated herein by reference.
4(d)	Five Year Credit Agreement Amendment No. 2, dated as of May 7, 2012, by and among the Company, Citicorp USA, Inc., as administrative agent and issuing bank, and the Lenders party thereto filed as Exhibit 4 to the Company's Current Report on Form 8-K dated May 7, 2012, and incorporated herein by reference.
4(e)	Credit Agreement, dated as of June 29, 2012, among Sherwin-Williams Canada Inc., as borrower, the Company, as guarantor, the Lenders party thereto, KeyBank National Association, as joint lead arranger, sole bookrunner and administrative agent, and PNC Bank, National Association, as joint lead arranger and syndication agent filed as Exhibit 4 to the Company's Current Report on Form 8-K dated June 29, 2012, and incorporated herein by reference.
10(a)	The Sherwin-Williams Company 2007 Executive Performance Bonus Plan (As Amended and Restated Effective January 1, 2012) filed as Exhibit 10(a) to the Company's Current Report on Form 8-K dated April 18, 2012, and incorporated herein by reference.
10(b)	Forms of Stock Option Award under The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan (Amended and Restated as of April 21, 2010) (filed herewith).
31(a)	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (filed herewith).
31(b)	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer (filed herewith).
32(a)	Section 1350 Certification of Chief Executive Officer (filed herewith).
32(b)	Section 1350 Certification of Chief Financial Officer (filed herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE SHERWIN-WILLIAMS COMPANY

July 25, 2012	By:	/s/ A.J. Mistysyn A.J. Mistysyn Vice President-Corporate Controller
July 25, 2012	By:	/s/ L.E. Stellato L.E. Stellato Senior Vice President, General Counsel and Secretary

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INDEX TO EXHIBITS

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THE SHERWIN-WILLIAMS COMPANY
2006 EQUITY AND PERFORMANCE INCENTIVE PLAN
(Amended and Restated as of April 21, 2010)

Nonqualified Stock Option Award—Additional Terms and Conditions

1. **Grant of Option** . The Board of Directors (the "Board") of The Sherwin-Williams Company (the "Company") has granted an option to you pursuant to a Notice of Award that has been delivered to you. Each option entitles you to purchase from the Company one share of Common Stock of the Company at the Option Price per share in accordance with the terms of The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan, as amended and restated as of April 21, 2010 (the "Plan"), the related Prospectus, the Notice of Award, these Additional Terms and Conditions, and such other rules and procedures as may be adopted by the Company. Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan.

2. **Vesting of Option** . (A) The option (unless terminated as hereinafter provided) shall be exercisable only to the extent of one-third of the shares after you shall have been in the continuous employ of the Company or any Subsidiary for one full year from the Date of Grant and to the extent of an additional one-third of such shares after each of the next two successive full years thereafter during which you shall have been in the continuous employ of the Company or any Subsidiary.

(B) Notwithstanding Section 2(A) above, the option shall become immediately exercisable in full if you should die while in the employ of the Company or any Subsidiary.

(C) Notwithstanding Section 2(A) above, in the event of a "Change of Control" of the Company, as defined in Section 2(f) of the Plan, any unvested number of options shall vest and become exercisable in accordance with Section 12 of the Plan.

3. **Termination of Option** . The option shall terminate on the earliest of the following dates:

(A) The date on which you cease to be an employee of the Company or a Subsidiary, unless you cease to be such employee by reason of (i) death, (ii) disability or (iii) Retirement. "Retirement" shall be defined as: a) the attainment of age 65; b) the attainment of age 55-59 with at least twenty (20) years of service with the Company or any Subsidiary; or c) the attainment of age 60 or older and your combination of age and service with the Company or any Subsidiary equals at least 75;

(B) Three years after the date of your death if (i) you die while an employee of the Company or a Subsidiary or (ii) you die following your Retirement;

(C) Three years after the date you are terminated by the Company or a Subsidiary as a result of expiration of available disability leave of absence pursuant to applicable Company policy due to sickness or bodily injury;

(D) Ten years from the Date of Grant; or

(E) The date on which you knowingly or willfully engage in misconduct, which is materially harmful to the interests of the Company or a Subsidiary as determined by the Board.

4. **Exercise and Payment of Option** . To the extent exercisable, the option may be exercised in whole or in part from time to time. The Option Price shall be payable (i) in cash or by check acceptable to the Company or by wire transfer of immediately available funds, (ii) by the actual or constructive transfer to the Company by you of nonforfeitable, unrestricted shares of Common Stock of the Company owned by you and having an aggregate Market Value Per Share at the time of exercise of the option equal to the total Option Price of the shares of Common Stock which are the subject of such exercise, (iii) by a combination of such methods of payment, or (iv) by such other methods as may be approved by the Board.

5. **Transferability, Binding Effect** . The option is not transferable by you otherwise than by will or the laws of descent and distribution, and in no event shall this award be transferred for value. Except as otherwise determined by the Board, this option is exercisable, during your lifetime, only by you or, in the case of your legal incapacity, only by your guardian or legal representative. These Additional Terms and Conditions bind you and your guardians, legal representatives and heirs.

6. **Compliance with Law** . The option shall not be exercisable if such exercise would involve a violation of any law.

7. **Withholding Taxes** . If the Company shall be required to withhold any federal, state, local or foreign tax in connection with exercise of the option, it shall be a condition to such exercise that you pay or make provision satisfactory to the Company for payment of all such taxes.

8. **No Right to Future Awards or Employment** . The option award is a voluntary, discretionary bonus being made on a one-time basis and it does not constitute a commitment to make any future awards. The option award and any related payments made to you will not be considered salary or other compensation for purposes of any severance pay or similar allowance, except as otherwise required by law. Nothing contained herein will not confer upon you any right with respect to continuance of employment or other service with the Company or any Subsidiary, nor will it interfere in any way with any right the Company or any Subsidiary would otherwise have to terminate your employment or other service at any time.

9. **Severability** . If any provision of these Additional Terms and Conditions or the application of any provision hereof to any person or circumstances is held invalid, unenforceable or otherwise illegal, the remainder of these Additional Terms and Conditions and the application of such provision to any other person or circumstances shall not be affected, and the provisions so held to be invalid, unenforceable or otherwise illegal shall be reformed to the extent (and only to the extent) necessary to make it enforceable, valid and legal.

10. **Governing Law.** These Additional Terms and Conditions shall be governed by and construed with the internal substantive laws of the State of Ohio, without giving effect to any principle of law that would result in the application of the law of any other jurisdiction.

11. **Application of The Sherwin-Williams Company Executive Compensation Adjustment and Recapture Policy** . You acknowledge and agree that the terms and conditions set forth in The Sherwin-Williams Company Executive Compensation Adjustment and Recapture Policy ("Policy") are incorporated in these Additional Terms and Conditions by reference. To the extent the Policy is applicable to you, it creates additional rights for the Company with respect to your option award.

THE SHERWIN-WILLIAMS COMPANY
2006 EQUITY AND PERFORMANCE INCENTIVE PLAN
(Amended and Restated as of April 21, 2010)

Incentive Stock Option Award—Additional Terms and Conditions

1. **Grant and Nature of Option.** The Board of Directors (the "Board") of The Sherwin-Williams Company (the "Company") has granted an option to you pursuant to a Notice of Award that has been delivered to you. The option is intended to qualify as an Incentive Stock Option as defined in Section 422 of the Code. Each option entitles you to purchase from the Company one share of Common Stock of the Company at the Option Price per share in accordance with the terms of The Sherwin-Williams Company 2006 Equity and Performance Incentive Plan, as amended and restated as of April 21, 2010 (the "Plan"), the related Prospectus, the Notice of Award, these Additional Terms and Conditions, and such other rules and procedures as may be adopted by the Company. Capitalized terms used herein without definition shall have the meanings assigned to them in the Plan.

2. **Vesting of Option** . (A) The option (unless terminated as hereinafter provided) shall be exercisable only to the extent of one-third of the shares after you shall have been in the continuous employ of the Company or any Subsidiary for one full year from the Date of Grant and to the extent of an additional one-third of such shares after each of the next two successive full years thereafter during which you shall have been in the continuous employ of the Company or any Subsidiary.

(B) Notwithstanding Section 2(A) above, the option shall become immediately exercisable in full if you should die while in the employ of the Company or any Subsidiary.

(C) Notwithstanding Section 2(A) above, in the event of a "Change of Control" of the Company, as defined in Section 2(f) of the Plan, any unvested number of options shall vest and become exercisable in accordance with Section 12 of the Plan.

3. **Termination of Option.** The option shall terminate on the earliest of the following dates:

(A) The date on which you cease to be an employee of the Company or a Subsidiary, unless you cease to be such employee by reason of (i) death, (ii) disability or (iii) Retirement. "Retirement" shall be defined as: a) the attainment of age 65; b) the attainment of age 55-59 with at least twenty (20) years of service with the Company or any Subsidiary; or c) the attainment of age 60 or older and your combination of age and service with the Company or any Subsidiary equals at least 75;

(B) Three years after the date of your death if (i) you die while an employee of the Company or a Subsidiary or (ii) you die following your Retirement;

(C) Three years after the date you are terminated by the Company or a Subsidiary as a result of expiration of available disability leave of absence pursuant to applicable Company policy due to sickness or bodily injury;

(D) Ten years from the Date of Grant; or

(E) The date on which you knowingly or willfully engage in misconduct, which is materially harmful to the interests of the Company or a Subsidiary as determined by the Board.

4. **Exercise and Payment of Option** . To the extent exercisable, the option may be exercised in whole or in part from time to time. The Option Price shall be payable (i) in cash or by check acceptable to the Company or by wire transfer of immediately available funds, (ii) by the actual or constructive transfer to the Company by you of nonforfeitable, unrestricted shares of Common Stock of the Company owned by you and having an aggregate Market Value Per Share at the time of exercise of the option equal to the total Option Price of the shares of Common Stock which are the subject of such exercise, (iii) by a combination of such methods of payment, or (iv) by such other methods as may be approved by the Board.

5. **Transferability, Binding Effect** . The option is not transferable by you otherwise than by will or the laws of descent and distribution, and in no event shall this award be transferred for value. Except as otherwise determined by the Board this option is exercisable, during your lifetime, only by you, or, in the case of your legal incapacity, only by your guardian or legal representative. These Additional Terms and Conditions bind you and your guardians, legal representatives and heirs.

6. **Compliance with Law** . The option shall not be exercisable if such exercise would involve a violation of any law.

7. **Withholding Taxes** . If the Company shall be required to withhold any federal, state, local or foreign tax in connection with exercise of the option, it shall be a condition to such exercise that you pay or make provision satisfactory to the Company for payment of all such taxes.

8. **No Right to Future Awards or Employment** . The option award is a voluntary, discretionary bonus being made on a one-time basis and it does not constitute a commitment to make any future awards. The option award and any related payments made to you will not be considered salary or other compensation for purposes of any severance pay or similar allowance, except as otherwise required by law. Nothing contained herein will not confer upon you any right with respect to continuance of employment or other service with the Company or any Subsidiary, nor will it interfere in any way with any right the Company or any Subsidiary would otherwise have to terminate your employment or other service at any time.

9. **Severability** . If any provision of these Additional Terms and Conditions or the application of any provision hereof to any person or circumstances is held invalid, unenforceable or otherwise illegal, the remainder of these Additional Terms and Conditions and the application of such provision to any other person or circumstances shall not be affected, and the provisions so held to be invalid, unenforceable or otherwise illegal shall be reformed to the extent (and only to the extent) necessary to make it enforceable, valid and legal.

10. **Governing Law.** These Additional Terms and Conditions shall be governed by and construed with the internal substantive laws of the State of Ohio, without giving effect to any principle of law that would result in the application of the law of any other jurisdiction.

11. **Application of The Sherwin-Williams Company Executive Compensation Adjustment and Recapture Policy** . You acknowledge and agree that the terms and conditions set forth in The Sherwin-Williams Company Executive Compensation Adjustment and Recapture Policy ("Policy") are incorporated in these Additional Terms and Conditions by reference. To the extent the Policy is applicable to you, it creates additional rights for the Company with respect to your option award.

EXHIBIT 31(a)

CERTIFICATION

I, Christopher M. Connor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Sherwin-Williams Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2012

/s/ Christopher M. Connor
Christopher M. Connor
Chairman and Chief Executive Officer

EXHIBIT 31(b)

CERTIFICATION

I, Sean P. Hennessy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Sherwin-Williams Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 25, 2012

/s/ Sean P. Hennessy
Sean P. Hennessy
Senior Vice President—Finance and
Chief Financial Officer

EXHIBIT 32(a)

SECTION 1350 CERTIFICATION

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of The Sherwin-Williams Company (the "Company") for the period ended June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Christopher M. Connor, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 25, 2012

/s/ Christopher M. Connor
Christopher M. Connor
Chairman and Chief
Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to The Sherwin-Williams Company and will be retained by The Sherwin-Williams Company and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32(b)

SECTION 1350 CERTIFICATION

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of The Sherwin-Williams Company (the “Company”) for the period ended June 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Sean P. Hennessy, Senior Vice President—Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 25, 2012

/s/ Sean P. Hennessy
Sean P. Hennessy
Senior Vice President—Finance and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to The Sherwin-Williams Company and will be retained by The Sherwin-Williams Company and furnished to the Securities and Exchange Commission or its staff upon request.