ILLINOIS TOOL WORKS INC

Form 4

August 25, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SPEER DAVID B

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

ILLINOIS TOOL WORKS INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ITW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year)

08/24/2009

Chairman & CEO

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securiti oner Dispose (Instr. 3, 4)	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock							11,056 (1)	D	
Common Stock	08/24/2009		M	50,000	A	\$ 27.9375	117,000	I	By partnership (2)
Common Stock	08/24/2009		S	40,800	D	\$ 42.443 (3)	76,200	I	By partnership (2)
Common Stock							1,893	I	See footnote (4)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Secu Acq or D (D)	curities quired (A) Disposed of str. 3, 4,	ative Expiration Date ties (Month/Day/Year) red (A) posed of 3, 4,		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Employee Stock Option	\$ 27.9375	5 08/24/2009	M		50,000	12/15/2001	12/15/2010	Common Stock	150
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	120
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	187
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	225
Employee Stock Option	\$ 42.08					12/07/2006 <u>(6)</u>	02/01/2016	Common Stock	300
Employee Stock Option	\$ 42.08					12/07/2006 <u>(6)</u>	02/01/2016	Common Stock	200
Employee Stock Option	\$ 51.6					02/09/2008(7)	02/09/2017	Common Stock	350
Employee Stock Option	\$ 51.6					02/09/2008(7)	02/09/2017	Common Stock	100
Employee Stock Option	\$ 48.51					02/08/2009(7)	02/08/2018	Common Stock	500

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Employee Stock Option	\$ 35.12	02/13/2010(7)	02/13/2019	Common Stock	433
Qualifying Restricted Stock Unit	\$ 0	<u>(9)</u>	<u>(9)</u>	Common Stock	94,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SPEER DAVID B							
ILLINOIS TOOL WORKS INC.	X		Chairman & CEO				
3600 WEST LAKE AVENUE	Λ		Chairman & CEO				
GLENVIEW, IL 60026							

Signatures

David B. Speer by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

08/25/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This number was increased by 96 shares to reflect shares acquired under dividend reinvestment plan.
- (2) Shares are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of shares held by FLP except to the extent of his pecuniary interest therein.
- This transaction was executed in multiple trades at prices ranging from \$42.39 to \$42.51. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (4) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 30, 2009.
- Options are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of options held by FLP except to the extent of his pecuniary interest therein.
- (6) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (7) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (8) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (9) Each QRSU vests 100% three years from the date of grant if performance goals are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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