

ILLINOIS TOOL WORKS INC
 Form 4
 August 25, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2009
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 08/24/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

GLENVIEW, IL 60026

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					11,056 ⁽¹⁾	D	
Common Stock	08/24/2009		M	50,000 A	\$ 27.9375	I	By partnership ⁽²⁾
Common Stock	08/24/2009		S	40,800 D	\$ 42.443 ⁽³⁾	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Employee Stock Option	\$ 27.9375	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 ⁽⁶⁾	02/01/2016	Common Stock	300
Employee Stock Option	\$ 42.08					12/07/2006 ⁽⁶⁾	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

