

ILLINOIS TOOL WORKS INC

Form 4

July 24, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FLAUM RUSSELL M

(Last) (First) (Middle)

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/23/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	07/23/2009		M		60,000	A \$ 32.75	152,770	D	
Common Stock	07/23/2009		S		30,000	D \$ 40.5	122,770	D	
Common Stock	07/23/2009		S		30,000	D \$ 40.25	92,770	D	
Common Stock							4,179	I	See Footnote (1)

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

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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title Amount Number Share
Employee Stock Option	\$ 32.75	07/23/2009		M	60,000	12/17/2000 12/17/2009	Common Stock 60,
Employee Stock Option	\$ 27.9375					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 80,
Employee Stock Option	\$ 42.08					12/07/2006 ⁽²⁾ 05/31/2010	Common Stock 80,
Employee Stock Option	\$ 51.6					02/09/2008 ⁽³⁾ 05/31/2010	Common Stock 80,
Employee Stock Option	\$ 48.51					02/08/2009 ⁽³⁾ 05/31/2010	Common Stock 80,
Employee Stock Option	\$ 35.12					02/13/2010 ⁽³⁾ 05/31/2010	Common Stock 69,
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 4,62

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAUM RUSSELL M ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

Signatures

Russell M. Flaum by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

07/24/2009

__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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of June 30, 2009.
- (2) Options vest in four (4) equal annual installments beginning in each December following the grant date. Vesting of the last installment was accelerated from December 2009 to July 1, 2009.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant. Vesting of any installments remaining unvested as of July 1, 2009, was accelerated to July 1, 2009.
- (4) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (5) Original QRSU grant of 18,483 shares was reduced to 4,621 shares at termination of employment. The remaining 4,621 shares are subject to attainment of performance goals, to be determined in February 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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