VALLS JUAN Form 4 February 16, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

VALLS JUAN

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 02/12/2010

3600 WEST LAKE AVENUE

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 Other (specify

below) 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

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise Code Securities (Month/Day/Year) any

1

7. Title and Amo

Underlying Secu

(Instr. 3 and 4)

Edgar Filing: VALLS JUAN - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				
				Code	V	(Α) (Γ) Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 40.75						12/12/2004	12/12/2013	Common Stock	18
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Common Stock	18
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Common Stock	18
Employee Stock Option	\$ 51.6						02/09/2008(1)	02/09/2017	Common Stock	20
Employee Stock Option	\$ 48.51						02/08/2009(1)	02/08/2018	Common Stock	60
Employee Stock Option	\$ 35.12						02/13/2010(1)	02/13/2019	Common Stock	60
Qualifying Restricted Stock Unit (2)	\$ 0						(3)	(3)	Common Stock	15
Employee Stock Option	\$ 43.64	02/12/2010		A		64,818	02/12/2011(1)	02/12/2020	Common Stock	64
Performance Restricted Stock Unit (2)	\$ 0	02/12/2010		A		7,122	(3)	(3)	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

VALLS JUAN 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

Juan Valls by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on file.

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: VALLS JUAN - Form 4

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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) Each qualifying restricted stock unit (QRSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) Each QRSU and PRSU 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.