#### ILLINOIS TOOL WORKS INC

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

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

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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 \* **BRADY SHARON M** 

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

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

(Instr. 8)

(Month/Day/Year)

02/12/2010

Director 10% Owner

(Check all applicable)

SR VP Human Resources

5. Relationship of Reporting Person(s) to

X\_ Officer (give title Other (specify below)

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

GLENVIEW, IL 60026

Security

(Instr. 3)

Common

Stock

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

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

Indirect Beneficial Ownership (Instr. 4)

Reported (A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

See 1,969 Ι Footnote

(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SEC 1474** (9-02)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisals Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 51.6					02/09/2008(2)	02/09/2017	Common Stock	60
Employee Stock Option	\$ 48.51					02/08/2009(2)	02/08/2018	Common Stock	70
Employee Stock Option	\$ 35.12					02/13/2010(2)	02/13/2019	Common Stock	60
Qualifying Restricted Stock Unit (3)	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	15
Employee Stock Option	\$ 43.64	02/12/2010		A	64,818	02/12/2011(2)	02/12/2020	Common Stock	64
Performance Restricted Stock Unit (3)	\$ 0	02/12/2010		A	7,122	<u>(4)</u>	<u>(4)</u>	Common Stock	7

# **Reporting Owners**

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

BRADY SHARON M ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

SR VP Human Resources

### **Signatures**

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

02/16/2010

\*\*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 February 12, 2010.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.

Reporting Owners 2

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- (3) 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.
- (4) 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.