

ILLINOIS TOOL WORKS INC

Form 4

February 18, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANSEN THOMAS J

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)
02/13/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below) Vice Chairman

GLENVIEW, IL 60026

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	21,730	D	

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

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information contained in this form are not
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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)**

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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. 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)	8. Amount of Securities Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	
Employee Stock Option	\$ 32.75					12/17/2000	12/17/2009	Common Stock
Employee Stock Option	\$ 27.9375					12/15/2001	12/15/2010	Common Stock
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006 ⁽¹⁾	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008 ⁽²⁾	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51					02/08/2009 ⁽²⁾	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12	02/13/2009		A	173,437	02/13/2010 ⁽²⁾	02/13/2019	Common Stock
Qualifying Restricted Stock Unit ⁽³⁾	\$ 0	02/13/2009		A	35,962	⁽⁴⁾	⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE			Vice Chairman	

GLENVIEW, IL 60026

Signatures

Thomas J. Hansen by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

02/18/2009

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