SMITH DAVID BYRON JR
Form 3
December 14, 2009

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â SMITH DAVID BYRON JR
(Last) (First) (Middle)

ILLINOIS TOOL WORKS INC.,Â 3600 WEST LAKE AVENUE
(Street)

GLENVIEW,Â ILÂ 60026
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/04/2009

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original 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 Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	45,000	D	Â
Common Stock	57,901	D (1)	Â
Common Stock	1,650,002	I	By partnership (2)
Common Stock	8,936,286	I	Trusts (3)
Common Stock	14,986	I	Trusts (4)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock Units	Â (5)	Â (5)	Common Stock	1,000	$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH DAVID BYRON JR ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW,Â ILÂ 60026	Â X	Â	Â	Â

Signatures

David Byron Smith, Jr. by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File. 12/14/2009

**Signature of Reporting Person Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 owned directly by reporting person with his spouse.

(2) Shares are held by 2009 Smith Family LP of which the reporting person has a partial direct beneficial interest.

(3) Shares held in various trusts of which reporting person has a partial direct beneficial interest.

(4) Shares held in various trusts of which the reporting person is a co-trustee and in which a member of his immediate family has a pecuniary interest. The reporting person disclaims beneficial ownership of these shares.

(5) Represents units of phantom stock under the Phantom Stock Plan for non-employee directors. Each unit is equal in value to one share of common stock. The units are not transferable and have no voting rights.

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.