

ILLINOIS TOOL WORKS INC

Form 4

February 16, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTHERLAND ALLAN C

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2010

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Sr VP Taxes & Investments

(Street)

4. 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

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 (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)
Common Stock				(A) or (D)	35,900	D	
Common Stock				(A) or (D)	3,575	I	See Footnote (1)
Common Stock				(A) or (D)	500	I	See Footnote (2)

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

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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)

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	Title	Amount or Number of Shares
Employee Stock Option	\$ 47.13							12/10/2005	12/10/2014	Common Stock	70
Employee Stock Option	\$ 42.08							12/07/2006	02/01/2016	Common Stock	70
Employee Stock Option	\$ 51.6							02/09/2008 ⁽³⁾	02/09/2017	Common Stock	70
Employee Stock Option	\$ 48.51							02/08/2009 ⁽³⁾	02/08/2018	Common Stock	70
Employee Stock Option	\$ 35.12							02/13/2010 ⁽³⁾	02/13/2019	Common Stock	60
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0							⁽⁵⁾	⁽⁵⁾	Common Stock	16
Employee Stock Option	\$ 43.64	02/12/2010		A		64,818		02/12/2011 ⁽³⁾	02/12/2020	Common Stock	64
Performance Restricted Stock Unit ⁽⁴⁾	\$ 0	02/12/2010		A		7,122		⁽⁵⁾	⁽⁵⁾	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SUTHERLAND ALLAN C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Sr VP Taxes & Investments

Signatures

Allan C. Sutherland 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) Includes 500 shares held by me as custodian for my minor child under Illinois UGMCA.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) 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.
- (5) 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.

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