

Wooten James H Jr
 Form 4
 February 15, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wooten James H Jr

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/11/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP General Counsel & Secy

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

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 7,722 | D | |
| Common Stock | | | | | 3,763 | I | See Footnote (1) |

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

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SEC 1474 (9-02)

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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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Underlying Securities | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Underlying Securities |
| Employee Stock Option | \$ 31.125 | | | | | 12/14/2002 | 12/14/2011 | Common Stock | 20 |
| Employee Stock Option | \$ 47.13 | | | | | 12/10/2005 | 12/10/2014 | Common Stock | 16 |
| Employee Stock Option | \$ 42.08 | | | | | 12/07/2006 | 02/01/2016 | Common Stock | 50 |
| Employee Stock Option | \$ 51.6 | | | | | 02/09/2008 | 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 | 16 |
| Employee Stock Option | \$ 43.64 | | | | | 02/12/2011 ⁽²⁾ | 02/12/2020 | Common Stock | 64 |
| Performance Restricted Stock Unit ⁽³⁾ | \$ 0 | | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 7 |
| Employee Stock Option | \$ 55.81 | 02/11/2011 | | A | 48,735 | 02/11/2012 ⁽²⁾ | 02/11/2021 | Common Stock | 48 |
| Performance Restricted Stock Unit ⁽³⁾ | \$ 0 | 02/11/2011 | | A | 6,465 | <u>(4)</u> | <u>(4)</u> | Common Stock | 6 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wooten James H Jr
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Sr VP General Counsel & Secy

Signatures

/s/James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File

02/15/2011

__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 11, 2011.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (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.

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