

Wooten James H Jr
Form 4
December 12, 2011

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2011

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

(Street)
GLENVIEW, IL 60026

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

(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	12/08/2011		M ⁽¹⁾	V Amount (A) or (D) Price 13,000 A \$ 31.125	20,722	D	
Common Stock	12/08/2011		F ⁽²⁾	8,709 D \$ 46.46	12,013	D	
Common Stock	12/08/2011		F ⁽³⁾	1,519 D \$ 46.46	10,494	D	
Common Stock					3,909 ⁽⁴⁾	I	See Footnote

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

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(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
Employee Stock Option	\$ 31.125	12/08/2011		M	13,000	12/14/2002 12/14/2011	Common Stock 13
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 ⁽⁵⁾ 02/08/2018	Common Stock 70
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁵⁾ 02/13/2019	Common Stock 60
Qualifying Restricted Stock Unit ⁽⁶⁾	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock 16
Employee Stock Option	\$ 43.64					02/12/2011 ⁽⁵⁾ 02/12/2020	Common Stock 64
Performance Restricted Stock Unit ⁽⁶⁾	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock 7
Employee Stock Option	\$ 55.81					02/11/2012 ⁽⁵⁾ 02/11/2021	Common Stock 48
Performance Restricted Stock Unit ⁽⁶⁾	\$ 0					⁽⁷⁾ ⁽⁷⁾	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

12/12/2011

__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) Reflects the exercise of options under the issuer's Long-Term Incentive Plan.
- (2) Reflects the withholding by the issuer of shares having a fair market value equal to the exercise price of the option.
- (3) Reflects the withholding by the issuer of shares having a fair market value equal to the withholding taxes payable by the undersigned.
- (4) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of December 8, 2011.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) 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.
- (7) 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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