

ILLINOIS TOOL WORKS INC
 Form 4
 February 14, 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 *
SPEER DAVID B

(Last) (First) (Middle)

ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	11,509 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	131,750	I	By partnership ⁽²⁾
Common Stock				(A) or (D) Price	1,973	I	See footnote ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51					02/08/2009 ⁽⁵⁾	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁵⁾	02/13/2019	Common Stock
Qualifying Restricted Stock Unit ⁽⁶⁾	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011 ⁽⁵⁾	02/12/2020	Common Stock
Performance Restricted Stock Unit ⁽⁶⁾	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock
Employee Stock Option	\$ 55.81	02/11/2011		A	324,149	02/11/2012 ⁽⁵⁾	02/11/2021	Common Stock

