

ILLINOIS TOOL WORKS INC
 Form 4
 February 18, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPEER DAVID B

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)
02/13/2009

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

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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					9,342	D	
Common Stock					60,000	I	By partnership (1)
Common Stock					1,881	I	See footnote (2)

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)

required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Employee Stock Option	\$ 32.75					12/17/2000 12/17/2009	Common Stock 60
Employee Stock Option	\$ 27.9375					12/15/2001 12/15/2010	Common Stock 15
Employee Stock Option	\$ 31.125					12/14/2002 12/14/2011	Common Stock 12
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 18
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 22
Employee Stock Option	\$ 42.08					12/07/2006 ⁽⁴⁾ 02/01/2016	Common Stock 30
Employee Stock Option	\$ 42.08					12/07/2006 ⁽⁴⁾ 02/01/2016	Common Stock 20
Employee Stock Option	\$ 51.6					02/09/2008 ⁽⁵⁾ 02/09/2017	Common Stock 35
Employee Stock Option	\$ 51.6					02/09/2008 ⁽⁵⁾ 02/09/2017	Common Stock 10
Employee Stock Option	\$ 48.51					02/08/2009 ⁽⁵⁾ 02/08/2018	Common Stock 50

