

GARDNER TIMOTHY J
Form 3
June 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â GARDNER TIMOTHY J</p> <p>(Last) (First) (Middle)</p> <p>ILLINOIS TOOL WORKS INC.,Â 3600 WEST LAKE AVENUE</p> <p>(Street)</p> <p>GLENVIEW,Â ILÂ 60026</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/15/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ILLINOIS TOOL WORKS INC [ITW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Vice President</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,962	D	Â
Common Stock	2,189	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option	12/10/2005	12/10/2014	Common Stock	4,000	\$ 47.13	D	Â
Employee Stock Option	12/07/2006 ⁽²⁾	02/01/2016	Common Stock	9,000	\$ 42.08	D	Â
Employee Stock Option	02/09/2008 ⁽³⁾	02/09/2017	Common Stock	22,000	\$ 51.6	D	Â
Employee Stock Option	02/08/2009 ⁽³⁾	02/08/2018	Common Stock	25,000	\$ 48.51	D	Â
Employee Stock Option	02/13/2010 ⁽³⁾	02/13/2019	Common Stock	21,679	\$ 35.12	D	Â
Restricted Stock Unit ⁽⁴⁾ Â ⁽⁵⁾		Â ⁽⁵⁾	Common Stock	3,160	\$ 0	D	Â
Qualifying Restricted Stock Unit ⁽⁴⁾ Â ⁽⁶⁾		Â ⁽⁶⁾	Common Stock	2,679	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER TIMOTHY J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Â	Â	Â Executive Vice President	Â

Signatures

Timothy J. Gardner by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File.

06/23/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 June 16, 2009.
- (2) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each restricted stock unit (RSU) and qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (5) Each RSU vests 100% three years from the date of grant.

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(6) Each QRSU 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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