

O'HERLIHY CHRISTOPHER A  
 Form 3  
 November 04, 2010

**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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â O'HERLIHY CHRISTOPHER			(Month/Day/Year)	ILLINOIS TOOL WORKS INC [ITW]	
A			10/29/2010		
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ILLINOIS TOOL WORKS INC,Â 3600 WEST LAKE AVENUE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
				(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
				Executive Vice President	
GLENVIEW,Â ILÂ 60026					
(City)	(State)	(Zip)			

**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	1,408	I	See Footnote <sup>(1)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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	12/15/2001	12/15/2010	Common Stock	2,000	\$ 27.9375	D	Â
Employee Stock Option	12/14/2002	12/14/2011	Common Stock	3,000	\$ 31.125	D	Â
Employee Stock Option	12/13/2003	12/13/2012	Common Stock	3,000	\$ 32.8425	D	Â
Employee Stock Option	12/12/2004	12/12/2013	Common Stock	3,000	\$ 40.75	D	Â
Employee Stock Option	12/10/2005	12/10/2014	Common Stock	4,000	\$ 47.13	D	Â
Employee Stock Option	12/07/2006	02/01/2016	Common Stock	5,000	\$ 42.08	D	Â
Employee Stock Option	02/09/2008 <sup>(2)</sup>	02/09/2017	Common Stock	8,000	\$ 51.6	D	Â
Employee Stock Option	02/08/2009 <sup>(2)</sup>	02/08/2018	Common Stock	12,000	\$ 48.51	D	Â
Employee Stock Option	02/13/2010 <sup>(2)</sup>	02/13/2019	Common Stock	13,007	\$ 35.12	D	Â
Employee Stock Option	02/12/2011 <sup>(2)</sup>	02/12/2020	Common Stock	22,941	\$ 43.64	D	Â
Restricted Stock Unit <sup>(3)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	1,896	\$ 0	D	Â
Qualifying Restricted Stock Unit <sup>(3)</sup>	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock	2,450	\$ 0	D	Â
Restricted Stock Unit <sup>(3)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock	2,521	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Â	Â	Â Executive Vice President	Â

## Signatures

/s/Christopher A.  
O'Herlihy

11/04/2010

\_\_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 November 2, 2010.
  - (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
  - (3) 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.
  - (4) Each RSU vests 100% three years from the date of grant.
  - (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.