

ILLINOIS TOOL WORKS INC  
 Form 4  
 July 24, 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 \*  
 FLAUM RUSSELL M

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)  
 07/23/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/23/2009		M		60,000	A	\$ 32.75
Common Stock	07/23/2009		S		30,000	D	\$ 40.5
Common Stock	07/23/2009		S		30,000	D	\$ 40.25
Common Stock							
Common Stock					4,179	I	

See Footnote (1)

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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Employee Stock Option	\$ 32.75	07/23/2009		M	60,000	12/17/2000	12/17/2009	Common Stock	60,
Employee Stock Option	\$ 27.9375					12/15/2001	12/15/2010	Common Stock	150
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	120
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	80,
Employee Stock Option	\$ 42.08					12/07/2006 <sup>(2)</sup>	05/31/2010	Common Stock	80,
Employee Stock Option	\$ 51.6					02/09/2008 <sup>(3)</sup>	05/31/2010	Common Stock	80,
Employee Stock Option	\$ 48.51					02/08/2009 <sup>(3)</sup>	05/31/2010	Common Stock	80,
Employee Stock Option	\$ 35.12					02/13/2010 <sup>(3)</sup>	05/31/2010	Common Stock	69,
Qualifying Restricted Stock Unit <sup>(4)</sup>	\$ 0					<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	4,62

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAUM RUSSELL M ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

## Signatures

Russell M. Flaum by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

07/24/2009

\_\_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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of June 30, 2009.
- (2) Options vest in four (4) equal annual installments beginning in each December following the grant date. Vesting of the last installment was accelerated from December 2009 to July 1, 2009.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant. Vesting of any installments remaining unvested as of July 1, 2009, was accelerated to July 1, 2009.
- (4) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (5) Original QRSU grant of 18,483 shares was reduced to 4,621 shares at termination of employment. The remaining 4,621 shares are subject to attainment of performance goals, to be determined in February 2010.

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.