

ILLINOIS TOOL WORKS INC  
 Form 4  
 April 29, 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**

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)  
**04/27/2011**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 11,509 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    | 04/27/2011                           |  | M                              |   | 156,000   | A  | \$ 42.08                          |
| Common Stock                    | 04/27/2011                           |  | F                              |   | 131,575   | D  | \$ 57.44                          |
| Common Stock                    |                                      |  |                                |   | 1,973   | I  |                                   |

By partnership <sup>(2)</sup>

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See footnote <sup>(3)</sup>

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

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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 of Underlying Security (Instr. 3) |              |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|   |  |                                      |  | 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   | 04/27/2011                           |  | M                              | 156,000   | 12/07/2006   | 02/01/2016                                 | Common Stock |
| Employee Stock Option                           | \$ 57.44   | 04/27/2011                           |  | A                              | 131,575   | 04/27/2011   | 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 <sup>(5)</sup>                                | 02/08/2018                                 | Common Stock |
| Employee Stock Option                           | \$ 35.12   |                                      |  |                                |   | 02/13/2010 <sup>(5)</sup>                                | 02/13/2019                                 | Common Stock |
| Qualifying Restricted Stock Unit <sup>(6)</sup> | \$ 0   |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>                                 | Common Stock |
| Employee Stock Option                           | \$ 43.64   |                                      |  |                                |   | 02/12/2011 <sup>(5)</sup>                                | 02/12/2020                                 | Common Stock |
|   | \$ 0   |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>                                 |              |

