

ILLINOIS TOOL WORKS INC

Form 4

April 26, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANSEN THOMAS J

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)

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2010

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice Chairman

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

GLENVIEW, IL 60026

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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	04/23/2010		M		120,000	A	\$ 31.125
Common Stock	04/23/2010		S		82,400	D	\$ 51.281 (1)
Common Stock	04/23/2010		S		37,600	D	\$ 51.952 (2)

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option	\$ 31.125	04/23/2010		M	120,000	12/14/2002	12/14/2011	Common Stock	1,000,000
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	1,000,000
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock	1,000,000
Employee Stock Option	\$ 51.6					02/09/2008 ⁽³⁾	02/09/2017	Common Stock	2,000,000
Employee Stock Option	\$ 48.51					02/08/2009 ⁽³⁾	02/08/2018	Common Stock	2,000,000
Employee Stock Option	\$ 35.12					02/13/2010 ⁽³⁾	02/13/2019	Common Stock	1,000,000
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Stock	
Employee Stock Option	\$ 43.64					02/12/2011 ⁽³⁾	02/12/2020	Common Stock	1,000,000
Performance Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE			Vice Chairman	

GLENVIEW, IL 60026

Signatures

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

04/26/2010

__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).

This transaction was executed in multiple trades at prices ranging from \$50.925 to \$51.90. The price reported above reflects the weighted
(1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$51.92 to \$52.00. The price reported above reflects the weighted
(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.

(3) Options vest in four (4) equal annual installments beginning one year from date of grant.

(4) Each qualifying restricted stock unit (QRSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

(5) Each QRSU and PRSU 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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