

GARDNER TIMOTHY J  
Form 4  
April 28, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GARDNER TIMOTHY 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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/26/2010

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

GLENVIEW, IL 60026

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 04/26/2010                              |                                                             | M                                       | 5,419 A                                                             | \$ 35.12 10,381 <sup>(1)</sup>                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2010                              |                                                             | S                                       | 5,419 D                                                             | \$ 52.284 4,962 <sup>(2)</sup>                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2010                              |                                                             | M                                       | 4,500 A                                                             | \$ 42.08 9,462                                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       | 04/26/2010                              |                                                             | S                                       | 2,757 D                                                             | \$ 52.303 6,705 <sup>(3)</sup>                                                                                     | D                                                                    |                                         |

|                 |       |   |                        |
|-----------------|-------|---|------------------------|
| Common<br>Stock | 2,229 | I | See<br>Footnote<br>(4) |
|-----------------|-------|---|------------------------|

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.**

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<br>Derivative<br>Security<br>(Instr. 3)    | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                                     |
|--------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                        |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date Exercisable                                               | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock Option                               | \$ 47.13                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 12/10/2005                                                     | 12/10/2014         | Common<br>Stock | 4,000                               |
| Employee<br>Stock Option                               | \$ 42.08                                                              | 04/26/2010                              |                                                             | M                                       |                                                                                                                 | 4,500                                                          |     | 12/07/2006                                                     | 02/01/2016         | Common<br>Stock | 4,500                               |
| Employee<br>Stock Option                               | \$ 51.6                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/09/2008 <sup>(5)</sup>                                      | 02/09/2017         | Common<br>Stock | 22,000                              |
| Employee<br>Stock Option                               | \$ 48.51                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/08/2009 <sup>(5)</sup>                                      | 02/08/2018         | Common<br>Stock | 25,000                              |
| Employee<br>Stock Option                               | \$ 35.12                                                              | 04/26/2010                              |                                                             | M                                       |                                                                                                                 | 5,419                                                          |     | 02/13/2010 <sup>(5)</sup>                                      | 02/13/2019         | Common<br>Stock | 21,000                              |
| Restricted<br>Stock Unit <sup>(6)</sup>                | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <sup>(7)</sup>                                                 | <sup>(7)</sup>     | Common<br>Stock | 3,100                               |
| Qualifying<br>Restricted<br>Stock Unit <sup>(6)</sup>  | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <sup>(8)</sup>                                                 | <sup>(8)</sup>     | Common<br>Stock | 2,000                               |
| Employee<br>Stock Option                               | \$ 43.64                                                              |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | 02/12/2011 <sup>(5)</sup>                                      | 02/12/2020         | Common<br>Stock | 48,000                              |
| Performance<br>Restricted<br>Stock Unit <sup>(6)</sup> | \$ 0                                                                  |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | <sup>(8)</sup>                                                 | <sup>(8)</sup>     | Common<br>Stock | 5,300                               |

## Reporting Owners

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

## Signatures

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

04/28/2010

\_\_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).

(1) Due to a typographical error, this number was increased by 2,000.

This transaction was executed in multiple trades at prices ranging from \$52.28 to \$52.29. The price reported above reflects the weighted 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) This transaction was executed in multiple trades at prices ranging from \$52.30 to \$52.31. The price reported above reflects the weighted 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.

(4) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of March 31, 2010.

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

(6) Each restricted stock unit (RSU), 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.

(7) Each RSU vests 100% three years from the date of grant.

(8) 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.

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.