

SANTI ERNEST SCOTT
 Form 4
 November 23, 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 *
 SANTI ERNEST SCOTT

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC
 [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice Chairman

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2009

GLENVIEW, IL 60026

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/19/2009 | | M | | 10,300 | A | \$ 31.125 23,662 D |
| Common Stock | 11/19/2009 | | S | | 10,300 | D | \$ 50.029 13,362 D |
| Common Stock | 11/20/2009 | | M | | 13,700 | A | \$ 31.125 27,062 D |
| Common Stock | 11/20/2009 | | S | | 13,700 | D | \$ 49.229 13,362 D |

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| | | | |
|-----------------|-------|---|------------------------|
| Common Stock | 3,096 | I | See Footnote (3) |
|-----------------|-------|---|------------------------|

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 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 Number of Shares |
| Employee Stock Option | \$ 31.125 | 11/19/2009 | | M | 10,300 | 12/14/2002 12/14/2011 | Common Stock 24, |
| Employee Stock Option | \$ 31.125 | 11/20/2009 | | M | 13,700 | 12/14/2002 12/14/2011 | Common Stock 13, |
| Employee Stock Option | \$ 47.13 | | | | | 12/10/2005 12/10/2014 | Common Stock 60, |
| Employee Stock Option | \$ 42.08 | | | | | 12/10/2006 ⁽⁴⁾ 02/01/2016 | Common Stock 70, |
| Employee Stock Option | \$ 51.6 | | | | | 02/09/2008 ⁽⁵⁾ 02/09/2017 | Common Stock 80, |
| Employee Stock Option | \$ 55.12 | | | | | 06/19/2008 12/15/2010 | Common Stock 8,6 |
| Employee Stock Option | \$ 48.51 | | | | | 02/08/2009 ⁽⁵⁾ 02/08/2018 | Common Stock 80, |
| Employee Stock Option | \$ 35.12 | | | | | 02/13/2010 ⁽⁵⁾ 02/13/2019 | Common Stock 138 |

| | | | | | |
|---|------|------------|------------|--------------|-----|
| Qualifying Restricted Stock Unit ⁽⁶⁾ | \$ 0 | <u>(7)</u> | <u>(7)</u> | Common Stock | 28, |
|---|------|------------|------------|--------------|-----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANTI ERNEST SCOTT ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026 | | | Vice Chairman | |

Signatures

| | |
|--|------------|
| Ernest Scott Santi by James H. Wooten, Jr., Senior Vice President, General counsel & Secretary, Attorney-In-Fact POA on File | 11/23/2009 |
| **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) This transaction was executed in multiple trades at prices ranging from \$50.00 to \$50.03. 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.
 - (2) This transaction was executed in multiple trades at prices ranging from \$49.175 to \$49.54. 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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of September 30, 2009.
 - (4) Options vest in four (4) equal annual installments beginning in each December following the grant date.
 - (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
 - (6) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
 - (7) 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.