

Osterkorn Eugene A  
 Form 4  
 November 18, 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 \*  
 Osterkorn Eugene A

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)  
 11/17/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP & Controller, Ops

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 11/17/2009                           |  | M                              | A   | 4,500   | \$ 31.125  | 8,269 D   |
| Common Stock                    | 11/17/2009                           |  | S                              | D   | 4,500   | \$ 51.02   | 3,769 D   |
| Common Stock                    |                                      |  |                                |   |   |  | 2 I See Footnote (1)                                  |

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**

SEC 1474 (9-02)

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

**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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option                      | \$ 31.125  | 11/17/2009                           |  | M                              | 4,500   | 12/14/2002   | 12/14/2011  | Common Stock | 4,500                      |
| Employee Stock Option                      | \$ 47.13   |                                      |  |                                |   | 12/10/2005   | 12/10/2014  | Common Stock | 8,100                      |
| Employee Stock Option                      | \$ 42.08   |                                      |  |                                |   | 12/07/2006 <sup>(2)</sup>                                | 02/01/2016  | Common Stock | 20,000                     |
| Employee Stock Option                      | \$ 51.6  |                                      |  |                                |   | 02/09/2008 <sup>(3)</sup>                                | 02/09/2017  | Common Stock | 20,000                     |
| Employee Stock Option                      | \$ 48.51   |                                      |  |                                |   | 02/08/2009 <sup>(3)</sup>                                | 02/08/2018  | Common Stock | 20,000                     |
| Employee Stock Option                      | \$ 35.12   |                                      |  |                                |   | 02/13/2010 <sup>(3)</sup>                                | 02/13/2019  | Common Stock | 17,340                     |
| Restricted Stock Unit <sup>(4)</sup>       | \$ 0   |                                      |  |                                |   | <sup>(5)</sup>   | <sup>(5)</sup>  | Common Stock | 2,528                      |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Osterkorn Eugene A<br>ILLINOIS TOOL WORKS INC. |               |           | VP & Controller, Ops |       |

3600 WEST LAKE AVENUE  
GLENVIEW, IL 60026

## Signatures

Eugene A. Osterkorn by James H. Wooten, Jr., Senior Vice President, General Counsel &  
Secretary, Attorney-In-Fact POA on File

11/18/2009

\_\_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 September 30, 2009.
- (2) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- (5) Each RSU vests 100% three years from the date of grant.

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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