

GREEN MARIA C

Form 4

February 21, 2012

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 *
GREEN MARIA C

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)
02/13/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr. VP, General Counsel & Secy

GLENVIEW, IL 60026
(City) (State) (Zip)

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

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)
Common Stock	02/13/2012		M	2,844 A	\$ 0 2,844	D	
Common Stock	02/13/2012		F	949 D	\$ 55.95 1,895	D	
Common Stock					335	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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 47.13							12/10/2005	12/10/2014	Common Stock	13,000
Employee Stock Option	\$ 42.08							12/07/2006	02/01/2016	Common Stock	13,000
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock	7,500
Employee Stock Option	\$ 48.51							02/08/2009	02/08/2018	Common Stock	7,500
Restricted Stock Unit ⁽²⁾	\$ 0	02/13/2012		M		2,844		<u>(3)</u>	<u>(3)</u>	Common Stock	2,844
Restricted Stock Unit ⁽²⁾	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	2,200
Employee Stock Option	\$ 55.81							02/11/2012 ⁽⁵⁾	02/11/2021	Common Stock	10,000
Restricted Stock Unit ⁽²⁾	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	1,100
Employee Stock Option	\$ 55.71							02/10/2013 ⁽⁵⁾	02/10/2022	Common Stock	43,000
Performance Restricted Stock Units ⁽²⁾	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREEN MARIA C
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Sr. VP, General Counsel & Secy

Signatures

/s/ Maria C. Green ,Senior Vice President, General Counsel &
Secretary

02/21/2012

__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 as of February 13, 2012.
- (2) Each restricted stock unit (RSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) The RSU award became vested and payable on February 13, 2012.
- (4) Each RSU vests 100% three years from the date of grant.
- (5) Options vest in four (4) equal annual installments beginning one year from the date of grant.
- (6) Each 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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