

ILLINOIS TOOL WORKS INC
Form 10-Q/A
November 12, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1 to Form 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2008

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-4797

ILLINOIS TOOL WORKS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

3600 West Lake Avenue, Glenview, IL

36-1258310
(I.R.S. Employer Identification Number)

60026-1215

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(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code) 847-724-7500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of registrant's common stock, \$0.01 par value, outstanding at March 31, 2008: 522,781,884.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A is being filed to revise Part II Other Information, Item 5 Other Information of the Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 that was filed on May 5. This amendment provides expanded disclosure regarding the amendment of the Illinois Tool Works Inc. (the Company) By-Laws.

Except as described above, this Form 10-Q/A does not amend, update or change the financial statements or any other items or disclosures in the original filing.

Part II Other Information

Item 5 Other Information

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The Company filed its amended and restated By-Laws as Exhibit 3(b) to its report on Form 10-Q for the quarter ended March 31, 2008 (the First Quarter Form 10-Q). As disclosed in the First Quarter Form 10-Q, Michael J. Birck retired from the Board of Directors effective May 2, 2008 and therefore, as of the same date, the Board of Directors amended Article III, Section 2 of the Company's By-Laws to reduce the number of directors from 11 to 10.

Item 6 Exhibits

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3(b)	By-Laws of Illinois Tool Works Inc., as amended, filed as Exhibit 3(b) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2008 and incorporated herein by reference.
31	Rule 13a-14(a) Certification.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ILLINOIS TOOL WORKS INC.

Dated: November 12, 2008

By: /s/ Ronald D. Kropp
Ronald D. Kropp
Senior Vice President & Chief Financial Officer
(Principal Accounting & Financial Officer)