SANTI ERNEST SCOTT

Form 4

November 23, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

Check this box

3235-0287 Number: January 31, Expires: 2005

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

SANTI ERNEST SCOTT

ILLINOIS TOOL WORKS INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ITW]

Director X_ Officer (give title

Issuer

10% Owner Other (specify

(Last) (First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 11/19/2009

below) Vice Chairman

ILLINOIS TOOL WORKS

(Street) 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

INC., 3600 WEST LAKE AVENUE

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)	Code (Instr. 8)	(A) or			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)		
Common Stock	11/19/2009		Code V M	Amount 10,300	(D)	Price \$ 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 (2)	13,362	D			

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(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. Transacti Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share		
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

(7)

Common

(7)

Stock

28.

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

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).
- This transaction was executed in multiple trades at prices ranging from \$50.00 to \$50.03. The price reported above reflects the weighted (1) 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.
- This transaction was executed in multiple trades at prices ranging from \$49.175 to \$49.54. The price reported above reflects the weighted (2) 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.
- 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.
- 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.

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