

ILLINOIS TOOL WORKS INC  
 Form 4  
 April 26, 2010

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 SPEER DAVID B

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)  
 04/23/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					11,278 <sup>(1)</sup>	D	
Common Stock	04/23/2010		M	120,000 A \$ 31.125	222,650	I	By partnership <sup>(2)</sup>
Common Stock	04/23/2010		S	90,900 D \$ 52.09 <sup>(3)</sup>	131,750	I	By partnership <sup>(2)</sup>
Common Stock					1,928	I	See footnote <sup>(4)</sup>

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 31.125	04/23/2010		M	120,000	12/14/2002	12/14/2011	Common Stock
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008 <sup>(6)</sup>	02/09/2017	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008 <sup>(6)</sup>	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51					02/08/2009 <sup>(6)</sup>	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12					02/13/2010 <sup>(6)</sup>	02/13/2019	Common Stock
Qualifying Restricted Stock Unit <sup>(7)</sup>	\$ 0					<u>(8)</u>	<u>(8)</u>	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011 <sup>(6)</sup>	02/12/2020	Common Stock

