

ILLINOIS TOOL WORKS INC

Form 4

December 24, 2008

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SPEER DAVID B**

(Last) (First) (Middle)

**ILLINOIS TOOL WORKS  
INC., 3600 WEST LAKE AVENUE**

(Street)

**GLENVIEW, IL 60026**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ILLINOIS TOOL WORKS INC  
[ITW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/16/2008**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/16/2008		G V	Amount 30,000 (1)	D \$ 0 39,342	D	
Common Stock	12/16/2008		G V	30,000 A	\$ 0 30,000 (2)	I	By spouse
Common Stock					1,848 (3)	I	See footnote

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  
required to respond unless the form**

SEC 1474  
(9-02)

**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 Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 32.75	12/16/2008		G <sup>(4)</sup>	V 30,000	12/17/2000 12/17/2009	Common Stock
Employee Stock Option	\$ 32.75	12/16/2008		G <sup>(4)</sup>	V 30,000	12/17/2000 12/17/2009	Common Stock
Employee Stock Option	\$ 27.9375	12/16/2008		G <sup>(4)</sup>	V 75,000	12/15/2001 12/15/2010	Common Stock
Employee Stock Option	\$ 27.9375	12/16/2008		G <sup>(4)</sup>	V 75,000	12/15/2001 12/15/2010	Common Stock
Employee Stock Option	\$ 31.125	12/16/2008		G <sup>(4)</sup>	V 60,000	12/14/2002 12/14/2011	Common Stock
Employee Stock Option	\$ 31.125	12/16/2008		G <sup>(4)</sup>	V 60,000	12/14/2002 12/14/2011	Common Stock
Employee Stock Option	\$ 47.13	12/16/2008		G <sup>(4)</sup>	V 112,500	12/10/2005 <sup>(5)</sup> 12/10/2014	Common Stock
Employee Stock Option	\$ 47.13	12/16/2008		G <sup>(4)</sup>	V 112,500	12/10/2005 12/10/2014	Common Stock
Employee Stock Option	\$ 42.08	12/16/2008		G <sup>(4)</sup>	V 100,000	12/07/2006 <sup>(6)</sup> 02/01/2016	Common Stock
Employee Stock Option	\$ 42.08	12/16/2008		G <sup>(4)</sup>	V 100,000	12/07/2006 02/01/2016	Common Stock
Employee Stock	\$ 51.6	12/16/2008		G <sup>(4)</sup>	V 50,000	02/09/2008 <sup>(5)</sup> 02/09/2017	Common Stock

Option

Employee

Stock	\$ 51.6	12/16/2008	G <sup>(4)</sup>	V	50,000	02/09/2008	02/09/2017	Common Stock
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Employee

Stock	\$ 48.51					02/08/2009 <sup>(5)</sup>	02/08/2018	Common Stock
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Option

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	X		Chairman & CEO	

## Signatures

David B. Speer by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

12/24/2008

\_\_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) These shares were previously reported as directly owned by the reporting person.

(2) The 30,000 shares to my spouse were previously reported as directly owned.

(3) Includes 1,848 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of September 30, 2008.

(4) The reporting person gifted 1/2 of vested stock options to his spouse, who shares reporting person's household.

(5) Options vest in four (4) equal annual installments beginning one year from date of grant.

(6) Options vest in four (4) equal annual installments beginning in each December following the grant date.

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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