ILLINOIS TOOL WORKS INC

Form 4

February 18, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

may continue. See Instruction

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * WARNER JANE L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB

Number:

Expires:

response...

Estimated average

burden hours per

ILLINOIS TOOL WORKS INC [ITW]

(Check all applicable)

Executive Vice President

OMB APPROVAL

3235-0287

January 31,

2005

0.5

(Last) (First) (Middle)

(Month/Day/Year) 02/13/2009

Director 10% Owner Other (specify X_ Officer (give title below)

ILLINOIS TOOL WORKS INC, 3600 WEST LAKE AVENUE

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(Zip)

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 Conversion 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amour Underlying Securit

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)		ar)	(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	e Expiration Date	Title	Amo or Num of Sh
Employee Stock Option	\$ 42.08					12/07/2006 <u>(1</u>	02/01/2016	Common Stock	10,0
Employee Stock Option	\$ 51.6					02/09/2008 <u>(2</u>	02/09/2017	Common Stock	15,0
Employee Stock Option	\$ 48.51					02/08/2009 <u>(2</u>	02/08/2018	Common Stock	60,0
Employee Stock Option	\$ 35.12	02/13/2009		A	60,703	02/13/2010 <u>(2</u>	02/13/2019	Common Stock	60,7
Qualifying Restricted Stock Unit	\$ 0	02/13/2009		A	15,256	<u>(4)</u>	<u>(4)</u>	Common Stock	15,2

Reporting Owners

Reporting Owner Name / Address			Relationships	
	Director	10% Owner	Officer	Other

WARNER JANE L ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

Jane L. Warner by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File.

02/18/2009

**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).
- (1) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.

Reporting Owners 2

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- (3) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) 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.