

ILLINOIS TOOL WORKS INC  
Form 4  
December 24, 2008

**FORM 4**

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

OMB APPROVAL

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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

(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)

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

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

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE  
  
(Street)

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

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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |                                   |
| Common Stock                    | 12/16/2008                           |  | G                              | V 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) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|--|
|  |  |                                      |  |                                | (A)   | (D)     | Date Exercisable   | Expiration Date |  |
| 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 |
| Option   |          |            |  |                    |        |                           |            |              |
| Employee |          |            |  |                    |        |                           |            |              |
| Stock    | \$ 48.51 |            |  |                    |        | 02/08/2009 <sup>(5)</sup> | 02/08/2018 | Common Stock |
| Option   |          |            |  |                    |        |                           |            |              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| SPEER DAVID B<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVENUE<br>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. 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.