

ILLINOIS TOOL WORKS INC
 Form 5
 January 11, 2010

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 GRESH PHILIP M JR

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

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)
 Executive Vice President

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	600	D	Â
Common Stock	08/24/2009	Â	G	400	D	\$ 0 0		I	See Footnote (1)
Common Stock	Â	Â	Â	Â	Â	Â	7,488	I	See Footnote

(2)

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

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SEC 2270
(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 Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 31.125	Â	Â	Â	Â Â	12/14/2002 12/14/2011	Common Stock 80,000
Employee Stock Option	\$ 47.13	Â	Â	Â	Â Â	12/10/2005 12/10/2014	Common Stock 80,000
Employee Stock Option	\$ 42.08	Â	Â	Â	Â Â	12/07/2006 02/01/2016	Common Stock 80,000
Employee Stock Option	\$ 51.6	Â	Â	Â	Â Â	02/09/2008 ⁽³⁾ 02/09/2017	Common Stock 80,000
Employee Stock Option	\$ 48.51	Â	Â	Â	Â Â	02/08/2009 ⁽³⁾ 02/08/2018	Common Stock 80,000
Employee Stock Option	\$ 35.12	Â	Â	Â	Â Â	02/13/2010 ⁽³⁾ 02/13/2019	Common Stock 69,375
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0	Â	Â	Â	Â Â	Â ⁽⁵⁾ Â ⁽⁵⁾	Common Stock 17,375

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRESH PHILIP M JR ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Â	Â	Â Executive Vice President	Â

Signatures

Philip M. Gresh, Jr. by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File.

01/11/2010

__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) This transaction involved a gift of securities by the reporting person's spouse to his daughter, who does not share reporting person's household.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of December 31, 2009.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (5) 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 provided 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.