MARTINDALE STEVEN L

Form 4

February 14, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTINDALE STEVEN L

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

(Check all applicable)

Executive Vice President

(Last)

(First)

(Street)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

5. Relationship of Reporting Person(s) to

02/11/2011

INC., 3600 WEST LAKE AVENUE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Issuer

below)

GLENVIEW, IL 60026

ILLINOIS TOOL WORKS

Filed(Month/Day/Year)

Form filed by More than One Reporting

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

(City)

1. Title of

Security

(Instr. 3)

2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year) Execution Date, if (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

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

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

Code V Amount (D) Price

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Conversion

1

7. Title and Amo

Underlying Secu

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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 of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock	10
Employee Stock Option	\$ 48.51					02/08/2009(1)	02/08/2018	Common Stock	15
Employee Stock Option	\$ 35.12					02/13/2010(1)	02/13/2019	Common Stock	52
Qualifying Restricted Stock Unit (2)	\$ 0					<u>(3)</u>	(3)	Common Stock	13
Employee Stock Option	\$ 43.64					02/12/2011(1)	02/12/2020	Common Stock	64
Performance Restricted Stock Unit (2)	\$ 0					(3)	(3)	Common Stock	7
Employee Stock Option	\$ 55.81	02/11/2011		A	48,622	02/11/2012(1)	02/11/2021	Common Stock	48
Performance Restricted Stock Unit (2)	\$ 0	02/11/2011		A	6,450	<u>(3)</u>	(3)	Common Stock	6

Reporting Owners

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

MARTINDALE STEVEN L ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

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

**Signature of Reporting Person Date

Reporting Owners 2

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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 one year from date of grant.
- (2) Each qualifying restricted stock unit (QRSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) Each QRSU and PRSU 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.