

HINDMAN CRAIG A

Form 4

July 29, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HINDMAN CRAIG A

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)
ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2009

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

(Street)
GLENVIEW, IL 60026

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					9,910	D	
Common Stock	07/28/2009		I		1,792	A	\$ 40.25
					2,093	I	

See
Footnote
(1)

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

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information contained in this form are not
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(9-02)

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 27.9375					12/15/2001 12/15/2010	Common Stock 36,000
Employee Stock Option	\$ 31.125					12/14/2002 12/14/2011	Common Stock 24,000
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 60,000
Employee Stock Option	\$ 42.08					12/07/2006 ⁽²⁾ 02/01/2016	Common Stock 70,000
Employee Stock Option	\$ 51.6					02/09/2008 ⁽³⁾ 02/09/2017	Common Stock 80,000
Employee Stock Option	\$ 48.51					02/08/2009 ⁽³⁾ 02/08/2018	Common Stock 80,000
Employee Stock Option	\$ 35.12					02/13/2010 ⁽³⁾ 02/13/2019	Common Stock 69,375
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 17,054

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HINDMAN CRAIG A
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Executive Vice President

Signatures

Craig A. Hindman by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

07/29/2009

__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) Change in current election in the Illinois Tool Works Inc. Savings & Investment Plan resulting in an additional 1,792 shares-Information reported as of July 28, 2009.
- (2) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (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 is insufficient, *see* Instruction 6 for procedure.

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