

Wooten James H Jr  
Form 4  
February 18, 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

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wooten James H Jr

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Sr VP General Counsel & Secy

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 7,722                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           | 3,366                                                                                                              | I                                                                    | See<br>Footnote<br>(1)                                            |

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

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SEC 1474  
(9-02)

# Edgar Filing: Wooten James H Jr - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|-------------------------------------|
|                                                          |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D)                                                            |                                     |
| Employee<br>Stock<br>Option                              | \$ 32.75                                                              |                                         |                                                             |                                         |                                                                                                              | 12/17/2000                                                     | 12/17/2009                                                     | Common<br>Stock 12,0                |
| Employee<br>Stock<br>Option                              | \$ 31.125                                                             |                                         |                                                             |                                         |                                                                                                              | 12/14/2002                                                     | 12/14/2011                                                     | Common<br>Stock 26,0                |
| Employee<br>Stock<br>Option                              | \$ 47.13                                                              |                                         |                                                             |                                         |                                                                                                              | 12/10/2005                                                     | 12/10/2014                                                     | Common<br>Stock 16,0                |
| Employee<br>Stock<br>Option                              | \$ 42.08                                                              |                                         |                                                             |                                         |                                                                                                              | 12/07/2006 <sup>(2)</sup>                                      | 02/01/2016                                                     | Common<br>Stock 50,0                |
| Employee<br>Stock<br>Option                              | \$ 51.6                                                               |                                         |                                                             |                                         |                                                                                                              | 02/09/2008 <sup>(3)</sup>                                      | 02/09/2017                                                     | Common<br>Stock 60,0                |
| Employee<br>Stock<br>Option                              | \$ 48.51                                                              |                                         |                                                             |                                         |                                                                                                              | 02/08/2009 <sup>(3)</sup>                                      | 02/08/2018                                                     | Common<br>Stock 70,0                |
| Employee<br>Stock<br>Option                              | \$ 35.12                                                              | 02/13/2009                              |                                                             | A                                       |                                                                                                              | 02/13/2010 <sup>(3)</sup>                                      | 02/13/2019                                                     | Common<br>Stock 60,7                |
| Qualifying<br>Restricted<br>Stock Unit<br><sup>(4)</sup> | \$ 0                                                                  | 02/13/2009                              |                                                             | A                                       |                                                                                                              | <sup>(5)</sup>                                                 | <sup>(5)</sup>                                                 | Common<br>Stock 16,3                |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships                    |
|-----------------------------------------------|----------------------------------|
|                                               | Director 10% Owner Officer Other |
| Wooten James H Jr<br>ILLINOIS TOOL WORKS INC. | Sr VP General Counsel & Secy     |

3600 WEST LAKE AVENUE  
GLENVIEW, IL 60026

## Signatures

/s/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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 13, 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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