

ILLINOIS TOOL WORKS INC

Form 4

April 29, 2011

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

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/27/2011

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

(City) (State) (Zip)
GLENVIEW, IL 60026

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

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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
						11,509 ⁽¹⁾	D
Common Stock	04/27/2011		M		156,000	A	\$ 42.08
					287,750	I	By partnership ⁽²⁾
Common Stock	04/27/2011		F		131,575	D	\$ 57.44
					156,175	I	By partnership ⁽²⁾
Common Stock					1,973	I	See footnote ⁽³⁾

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

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(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 of Underlying Security (Instr. 3)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13							12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 47.13							12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08							12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 42.08	04/27/2011		M			156,000	12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 57.44	04/27/2011		A		131,575		04/27/2011	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51							02/08/2009 ⁽⁵⁾	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12							02/13/2010 ⁽⁵⁾	02/13/2019	Common Stock
Qualifying Restricted Stock Unit ⁽⁶⁾	\$ 0							⁽⁷⁾	⁽⁷⁾	Common Stock
Employee Stock Option	\$ 43.64							02/12/2011 ⁽⁵⁾	02/12/2020	Common Stock
	\$ 0							⁽⁷⁾	⁽⁷⁾	

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