

SANTI ERNEST SCOTT
 Form 4
 November 23, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SANTI ERNEST SCOTT

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC
 [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice Chairman

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2009

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/19/2009		M		10,300	A	\$ 31.125 23,662 D
Common Stock	11/19/2009		S		10,300	D	\$ 50.029 13,362 D
Common Stock	11/20/2009		M		13,700	A	\$ 31.125 27,062 D
Common Stock	11/20/2009		S		13,700	D	\$ 49.229 13,362 D

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Common Stock	3,096	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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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option	\$ 31.125	11/19/2009		M	10,300	12/14/2002 12/14/2011	Common Stock 24,
Employee Stock Option	\$ 31.125	11/20/2009		M	13,700	12/14/2002 12/14/2011	Common Stock 13,
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 60,
Employee Stock Option	\$ 42.08					12/10/2006 ⁽⁴⁾ 02/01/2016	Common Stock 70,
Employee Stock Option	\$ 51.6					02/09/2008 ⁽⁵⁾ 02/09/2017	Common Stock 80,
Employee Stock Option	\$ 55.12					06/19/2008 12/15/2010	Common Stock 8,6
Employee Stock Option	\$ 48.51					02/08/2009 ⁽⁵⁾ 02/08/2018	Common Stock 80,
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁵⁾ 02/13/2019	Common Stock 138

