

Parry David C
Form 4
September 23, 2010

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 *
Parry David C

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)
09/22/2010

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice Chairman

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)
Common Stock	09/22/2010		M	V Amount (A) or (D) Price \$ 27.9375	4,026	D	
Common Stock	09/22/2010		S	4,000 D \$ 46.614 (1)	26	D	
Common Stock					1,044	I	See Footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 27.9375	09/22/2010		M	4,000	12/15/2001 12/15/2010	Common Stock 4,000
Employee Stock Option	\$ 31.125					12/14/2002 12/14/2011	Common Stock 28,000
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 20,000
Employee Stock Option	\$ 42.08					12/07/2006 02/01/2016	Common Stock 20,000
Employee Stock Option	\$ 51.6					02/09/2008 ⁽³⁾ 02/09/2017	Common Stock 60,000
Employee Stock Option	\$ 48.51					02/08/2009 ⁽³⁾ 02/08/2018	Common Stock 70,000
Employee Stock Option	\$ 35.12					02/13/2010 ⁽³⁾ 02/13/2019	Common Stock 60,000
Qualifying Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 15,000
Employee Stock Option	\$ 43.64					02/12/2011 ⁽³⁾ 02/12/2020	Common Stock 64,000
Performance Restricted Stock Unit ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 7,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Parry David C
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Vice Chairman

Signatures

David C. Parry by James H. Wooten, Jr., Senior Vice President, General Counsel &
Secretary, Attorney-In-Fact POA on File

09/23/2010

__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).

This transaction was executed in multiple trades at prices ranging from \$46.611 to \$46.621. The price reported above reflects the

- (1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 30, 2010.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) 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.
- (5) 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.

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