

ILLINOIS TOOL WORKS INC
 Form 4
 December 24, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
 12/16/2008

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

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

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

GLENVIEW, IL 60026

(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 Ownership (Instr. 4)
Common Stock	12/16/2008		G	V 30,000 (1)	D \$ 0 39,342	D	
Common Stock	12/16/2008		G	V 30,000	A \$ 0 30,000 (2)	I	By spouse
Common Stock					1,848 (3)	I	See footnote

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 required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 32.75	12/16/2008		G ⁽⁴⁾	V		30,000	12/17/2000	12/17/2009	Common Stock
Employee Stock Option	\$ 32.75	12/16/2008		G ⁽⁴⁾	V	30,000		12/17/2000	12/17/2009	Common Stock
Employee Stock Option	\$ 27.9375	12/16/2008		G ⁽⁴⁾	V		75,000	12/15/2001	12/15/2010	Common Stock
Employee Stock Option	\$ 27.9375	12/16/2008		G ⁽⁴⁾	V	75,000		12/15/2001	12/15/2010	Common Stock
Employee Stock Option	\$ 31.125	12/16/2008		G ⁽⁴⁾	V		60,000	12/14/2002	12/14/2011	Common Stock
Employee Stock Option	\$ 31.125	12/16/2008		G ⁽⁴⁾	V	60,000		12/14/2002	12/14/2011	Common Stock
Employee Stock Option	\$ 47.13	12/16/2008		G ⁽⁴⁾	V		112,500	12/10/2005 ⁽⁵⁾	12/10/2014	Common Stock
Employee Stock Option	\$ 47.13	12/16/2008		G ⁽⁴⁾	V	112,500		12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08	12/16/2008		G ⁽⁴⁾	V		100,000	12/07/2006 ⁽⁶⁾	02/01/2016	Common Stock
Employee Stock Option	\$ 42.08	12/16/2008		G ⁽⁴⁾	V	100,000		12/07/2006	02/01/2016	Common Stock
Employee Stock	\$ 51.6	12/16/2008		G ⁽⁴⁾	V		50,000	02/09/2008 ⁽⁵⁾	02/09/2017	Common Stock

Option								
Employee								
Stock	\$ 51.6	12/16/2008		G ⁽⁴⁾ V	50,000	02/09/2008	02/09/2017	Common Stock
Option								
Employee								
Stock	\$ 48.51					02/08/2009 ⁽⁵⁾	02/08/2018	Common Stock
Option								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	X		Chairman & CEO	

Signatures

David B. Speer by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File 12/24/2008

__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) These shares were previously reported as directly owned by the reporting person.
- (2) The 30,000 shares to my spouse were previously reported as directly owned.
- (3) Includes 1,848 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of September 30, 2008.
- (4) The reporting person gifted 1/2 of vested stock options to his spouse, who shares reporting person's household.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) Options vest in four (4) equal annual installments beginning in each December following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.