

GREEN MARIA C
Form 3
August 08, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>GREEN MARIA C</p> <p>(Last) (First) (Middle)</p> <p>ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE</p> <p>(Street)</p> <p>GLENVIEW, IL 60026</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/05/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ILLINOIS TOOL WORKS INC [ITW]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, General Counsel & Secy</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	328	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	12/10/2005	12/10/2014	Common Stock	13,000	\$ 47.13	D	Â
Employee Stock Option	12/07/2006	02/01/2016	Common Stock	13,000	\$ 42.08	D	Â
Employee Stock Option	02/09/2008	02/09/2017	Common Stock	7,500	\$ 51.6	D	Â
Employee Stock Option	02/08/2009 ⁽²⁾	02/08/2018	Common Stock	7,500	\$ 48.51	D	Â
Restricted Stock Unit ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,844	\$ 0	D	Â
Restricted Stock Unit ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,289	\$ 0	D	Â
Employee Stock Option	02/11/2012 ⁽²⁾	02/11/2021	Common Stock	10,859	\$ 55.81	D	Â
Restricted Stock Unit ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	1,183	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN MARIA C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Â	Â	Â VP, General Counsel & Secy	Â

Signatures

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

08/08/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 June 30, 2011.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each RSU vests 100% three years from the date of grant.

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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