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O'HERLIHY CHRISTOPHER A Form 4 November 22, 2010 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **O'HERLIHY CHRISTOPHER A** Issuer Symbol ILLINOIS TOOL WORKS INC (Check all applicable) [ITW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) ILLINOIS TOOL WORKS 11/19/2010 Executive Vice President INC, 3600 WEST LAKE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GLENVIEW, IL 60026 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (T) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Price Code V Amount (D) See Common 1,408 Ι Footnote Stock (1)Common 11/19/2010 2.000 2.000 D Μ Stock Common 11/19/2010 S D 2,000 D \$47.292 0 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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required to respond unless the form 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. Transact Code (Instr. 8)	ionof I Sec Acc (A) Dis (D)	curities quired or posed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Sha
Employee Stock Option	\$ 27.9375	11/19/2010		М		2,000	12/15/2001	12/15/2010	Common Stock	2,00
Employee Stock Option	\$ 31.125						12/14/2002	12/14/2011	Common Stock	3,00
Employee Stock Option	\$ 32.8425						12/13/2003	12/13/2012	Common Stock	3,00
Employee Stock Option	\$ 40.75						12/12/2004	12/12/2013	Common Stock	3,00
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Common Stock	4,00
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Common Stock	5,00
Employee Stock Option	\$ 51.6						02/09/2008(2)	02/09/2017	Common Stock	8,00
Employee Stock Option	\$ 48.51						02/08/2009(2)	02/08/2018	Common Stock	12,00
Employee Stock Option	\$ 35.12						02/13/2010(2)	02/13/2019	Common Stock	13,00
	\$ 43.64						02/12/2011(2)	02/12/2020		22,94

Employee Stock Option				Common Stock	
Restricted Stock Unit (3)	\$ 0	<u>(4)</u>	<u>(4)</u>	Common Stock	1,89
Qualifying Restricted Stock Unit	\$ 0	<u>(5)</u>	(5)	Common Stock	2,45
Restricted Stock Unit (3)	\$ 0	<u>(4)</u>	<u>(4)</u>	Common Stock	2,52

Reporting Owners

Reporting Owner Name / Address			Relationships					
	Director	10% Owner	Officer	Other				
O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice Preside	ent				
Signatures								
/s/Christopher A. O'Herlihy, by Ja Attorney-In-Fact	mes H. W	vooten, Jr.,	11/	22/2010				

**Signature of Reporting Person

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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of November 2, 2010.

Date

- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU) and qualifying restricted stock unit (QRSU) 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.
- (5) Each QRSU 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. 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.