### Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

ILLINOIS ' Form 4 April 29, 20	TOOL WORKS I	NC								
									OMB	APPROVAL
FORM	VI 4 UNITED	STATES					NGE C	OMMISSION	OMB	3235-0287
Check this box if no longer whigh the STATEMENT OF (				ashington NGES IN	Number: Expires:	January 31 2005				
subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	ID       SECURITIES       E         or       r       r         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,       r         ions       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section						Estimated burden ho response. n	ours per		
(Print or Type	Responses)									
1. Name and SPEER DA	Address of Reporting AVID B		Symbol		nd Ticker or DL WORK		-	5. Relationship of Issuer	Reporting Pe	erson(s) to
			[ITW]	015 100		.5 11 0	C	(Chec	k all applicab	ole)
	(First) ( TOOL WORKS WEST LAKE A			Day/Year)	Fransaction			_X_ Director _X_ Officer (give below) Cha		
GI FNVIF	(Street) W, IL 60026			endment, I onth/Day/Ye	Date Origina ar)	I		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting	Person
(City)	(State)	(Zip)				~ .		Person		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme	d Date, if	3. Transactio Code	4. Securitie on Dispose (Instr. 3, 4	es Acq d of (E	uired (A) D)	<b>tired, Disposed of</b> 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ally Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock								11,509 <u>(1)</u>	D	
Common Stock	04/27/2011			М	156,000	А	\$ 42.08	287,750	Ι	By partnership (2)
Common Stock	04/27/2011			F	131,575	D	\$ 57.44	156,175	Ι	By partnership
Common Stock								1,973	Ι	See footnote $(3)$

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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 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. Transactio Code (Instr. 8)	5. Number orDerivative Acquired (A Disposed o (Instr. 3, 4,	Securities A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title : Underly (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13			Code v	(A)	(D)	12/10/2005	12/10/2014	Comm Stoc
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Comm Stoc
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Comm Stoc
Employee Stock Option	\$ 42.08	04/27/2011		М		156,000	12/07/2006	02/01/2016	Comm Stoc
Employee Stock Option	\$ 57.44	04/27/2011		А	131,575		04/27/2011	02/01/2016	Comm Stoc
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Comm Stoc
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Comm Stoc
Employee Stock Option	\$ 48.51						02/08/2009(5)	02/08/2018	Comm Stoc
Employee Stock Option	\$ 35.12						02/13/2010(5)	02/13/2019	Comm Stoc
Qualifying Restricted Stock Unit <u>(6)</u>	\$ 0						(7)	(7)	Comm Stoc
Employee Stock Option	\$ 43.64						02/12/2011 <u>(5)</u>	02/12/2020	Comm Stoc
	\$ 0						(7)	(7)	

Performance Restricted Stock Unit <u>(6)</u>				Comm Stoc
Employee Stock Option	\$ 55.81	02/11/2012(5)	02/11/2021	Comm Stoc
Performance Restricted Stock Unit (6)	\$ 0	(7)	(7)	Comm Stoc

## **Reporting Owners**

Reporting Owner Name / Address		Re				
	Director	10% Owner	Officer	Other		
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Х		Chairman & CEO			
Signatures						
David B. Speer by James H. Wooten, Jr., Senior Vice President, General Counsel &						

Secretary, Attorney-In-Fact POA on File

\*\*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) This number was increased by 231 shares to reflect shares acquired under dividend reinvestment plan.
- (2) Shares are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of shares held by FLP except to the extent of his pecuniary interest therein.
- (3) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of March 31, 2011.
- (4) Options are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of options held by FLP except to the extent of his pecuniary interest therein.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) 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.
- (7) 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. 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.