

Wooten James H Jr
Form 4
February 21, 2012

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wooten James H Jr

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)
02/13/2012

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr VP General Counsel & Secy

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 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	02/13/2012		M	16,324	A \$ 0	26,818	D
Common Stock	02/13/2012		F	5,179	D \$ 55.95	21,639	D
Common Stock						3,945	I
							See Footnote (1)

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
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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Nu of
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 16
Employee Stock Option	\$ 42.08					12/07/2006 02/01/2016	Common Stock 50
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock 60
Employee Stock Option	\$ 48.51					02/08/2009 ⁽²⁾ 02/08/2018	Common Stock 70
Employee Stock Option	\$ 35.12					02/13/2010 ⁽²⁾ 02/13/2019	Common Stock 60
Qualifying Restricted Stock Unit ⁽³⁾	\$ 0	02/13/2012		M	16,324	⁽⁴⁾ ⁽⁴⁾	Common Stock 16
Employee Stock Option	\$ 43.64					02/12/2011 ⁽²⁾ 02/12/2020	Common Stock 64
Performance Restricted Stock Unit ⁽³⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 7
Employee Stock Option	\$ 55.81					02/11/2012 ⁽²⁾ 02/11/2021	Common Stock 48
Performance Restricted Stock Unit ⁽³⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 6

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wooten James H Jr
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Sr VP General Counsel & Secy

Signatures

/s/James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File

02/21/2012

__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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 13, 2012.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) 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.
- (4) The QRSU award became vested and payable on February 13, 2012.
- (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.

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.