

SANTI ERNEST SCOTT
 Form 4
 November 23, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 SANTI ERNEST SCOTT

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC
 [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice Chairman

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/19/2009

GLENVIEW, IL 60026

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/19/2009		M		10,300	A	\$ 31.125
Common Stock	11/19/2009		S		10,300	D	\$ 50.029 (1)
Common Stock	11/20/2009		M		13,700	A	\$ 31.125
Common Stock	11/20/2009		S		13,700	D	\$ 49.229 (2)

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Common Stock	3,096	I	See Footnote (3)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Employee Stock Option	\$ 31.125	11/19/2009		M	10,300	12/14/2002	12/14/2011	Common Stock	24,000
Employee Stock Option	\$ 31.125	11/20/2009		M	13,700	12/14/2002	12/14/2011	Common Stock	13,700
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	60,000
Employee Stock Option	\$ 42.08					12/10/2006 ⁽⁴⁾	02/01/2016	Common Stock	70,000
Employee Stock Option	\$ 51.6					02/09/2008 ⁽⁵⁾	02/09/2017	Common Stock	80,000
Employee Stock Option	\$ 55.12					06/19/2008	12/15/2010	Common Stock	8,000
Employee Stock Option	\$ 48.51					02/08/2009 ⁽⁵⁾	02/08/2018	Common Stock	80,000
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁵⁾	02/13/2019	Common Stock	138,000

