WINNEBAGO INDUSTRIES INC
Form 4
June 02, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KITCH GERALD C

(Last) (First) (Middle)

WINNEBAGO INDUSTRIES, INC., P.O. BOX 152

(Street)

FOREST CITY, IA 50436

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WINNEBAGO INDUSTRIES INC [WGO]

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pri Deriv

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Winnebago Stock Units (1)	(1)	05/30/2008		A		249 (2)		(1)	(1)	Common Stock	249 (2)	$ 14

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITCH GERALD C WINNEBAGO INDUSTRIES, INC. P.O. BOX 152 FOREST CITY, IA 50436	X			

Signatures

/s/ Raymond M. Beebe, Secretary, Winnebago Industries, Inc. under Power of Attorney	06/02/2008
**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) Winnebago Stock Units are accrued under the Winnebago Industries, Inc. Directors Deferred Compensation Plan and are to be settled 100% in Winnebago common stock upon the earliest of the following events: reporting person's termination of service as a director, death, disability or a "change in the effective control of the Company" as defined in the Plan pursuant to an election made by reporting person on 12/18/07.

(2) Represents amount of Winnebago Stock Units acquired by reporting person on the transaction date.

(3) Represents total amount of Winnebago Stock Units held by reporting person in Winnebago Industries, Inc. Directors Deferred Compensation Plan as of reporting date.

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. ll over amounts representing distributions from other qualified defined benefit or defined contribution plans.

Participants' Accounts

Each participant's account is credited with the participant's contribution, the Company's contributions, Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Funds

The Plan offers two investment paths and each path offers a mix of investments with different strategies, objectives and risk/reward potentials. Participants may only select one path but may change paths at any time, subject to certain restrictions on transfers between funds. Within the 1st path, participants choose a fund based on the date closest to their retirement or need for savings. Participants may choose from a combination of any six core funds in the 2nd path.

Vesting

Participants' interest in their employee and Company matching contribution accounts are fully vested at all times. Eligible Group II participants' interests in their Company Basic Contribution accounts are fully vested after three years of service.

Notes Receivable from Participants

Participants may borrow up to 50% of their vested account balance, up to $50,000, with a minimum loan amount of $1,000 from the vested portion of their account. Loans bear a reasonable rate of interest based on prevailing market rates, are secured by a portion of the participant's account and are repayable over a period not to exceed five years. Amounts borrowed do not share in the earnings of the investment funds; the participant's account is credited with the interest payments made pursuant to the loan agreements. Principal and interest is paid ratably through payroll deductions.

Benefits

Upon termination of employment or death of a plan member, a participant may receive a lump-sum payment of their account balance. Additional optional payment forms are available at the election of the participant, in accordance with the Plan document.

Forfeitures

Forfeitures, primarily representing the unvested portion of Company Basic Contributions and former companies' contributions, amounting to $889,000 and $439,000 as of December 31, 2011 and 2010, respectively, will be used to reduce future Company contributions pursuant to the terms of the Plan. The former companies' contributions represent amounts from former plans that merged into the Plan. In 2011, Company contributions were reduced by $918,000 from forfeited and nonvested accounts.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan were prepared on the accrual basis of accounting.

Recently Issued Accounting Standards

In January 2010, the FASB issued an amendment Fair Value Measurement and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements (ASU 2010-06), which requires new disclosures and reason for transfers of financial assets and liabilities between levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and disclosures about inputs and valuation techniques are required for both Level 2 and Level 3 measurements. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuance and settlements instead of netting these changes. With respect to matters other than the reconciliation of Level 3 measurements, the amendment was effective for periods beginning on or after December 15, 2009, and has been adopted. The guidance related to the reconciliation of Level 3 measurements is effective for periods beginning on or after December 15, 2010, and has been adopted.

In May 2011, the FASB issued ASU No. 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards, which provides guidance clarifying how to measure and disclose fair value. This guidance amends the application of the "highest and best use" concept to be used only in the measurement of fair value of nonfinancial assets, clarifies that the measurement of the fair value of equity-classified financial instruments should be performed from the perspective of a market participant who holds the instrument as an asset, clarifies that an entity that manages a group of financial assets and liabilities on the basis of its net risk exposure can measure those financial instruments on the basis of its net exposure to those risks, and clarifies when premiums and discounts should be taken into account when measuring fair value. The fair value disclosure requirements also were amended. The guidance is effective for periods beginning after December 15, 2011, and the Plan is in the process of evaluating the impact the amended guidance will have on the Plan's financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits presents the Plan's interest of fair value of the investment contracts held in the Master Trust as well as the Plan's interest of the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a complete description of the valuation methodologies used for assets measured at fair value.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

The Plan provides for investments that, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' accounts and amounts reported in the Statements of Net Assets Available for Benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain administrative expenses of the Plan may be paid from Plan assets to the extent permissible by the Plan document. Expenses are identified as either specific or common fees. Specific fees, if any, are charged entirely to the Plan. Common fees are prorated to the Plan based on the Plan assets in relation to Master Trust assets.

Net Appreciation/Depreciation

Net appreciation/depreciation on investments is based on the value of the assets at the beginning of the year or at the date of purchase during the year, rather than the original cost at the time of purchase. The Plan’s unrealized appreciation (depreciation) and realized gain (loss) are included in the Plan’s interest of Master Trust net investment income or loss.

3. INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

The Plan’s investments in the Master Trust include fully benefit-responsive investment contracts in the Stable Asset Fund. The accounts for these contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Through the Stable Asset Fund, the Plan also holds synthetic investment contracts. A synthetic investment contract includes a wrapper fee, which is basically a risk charge in order to credit participant accounts with contract value over the term of the agreement.

Although the investment contracts are reported at fair value as described in Note 2 and Note 5, contract value is applied to participant account balances since that is the amount participants would receive if they initiate permitted transactions under the terms of the Plan. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events, such as Plan termination, may limit the ability of the Plan to transact at contract value with the issuer. The Company does not believe that the occurrence of any such event is probable.

Investment contracts provide for a variable crediting rate, which typically resets at least quarterly, and the issuer of the wrap contract provides assurance that future adjustments to the crediting rate cannot result in a crediting rate less than zero. The crediting rate is primarily based on the current yield to maturity of the covered investments, plus or minus amortization of the difference between the market value and contract value of the covered investments at the time of computation.

The average yields based on annualized earnings were approximately 3.5% for 2011 and 3.9% for 2010, respectively. The average yields based on interest rate credited to participants were approximately 3.2% for 2011 and 3.6% for 2010, respectively.

4. MASTER TRUST

Through the Master Trust agreement, three investment accounts were established to accommodate the investment assets of the Plan and other Company sponsored retirement plans. Within the Master Trust, the investment assets of the Plan reside in the ITW Defined Contribution Plans' Investment Account (the "DC Investment Account"). The Plan's interest in the DC Investment Account has an interest in the ITW Collective Defined Benefit and Defined Contribution Plans' Investment Account (the "Collective Investment Account"). The Plan does not have an interest in the Defined Benefit Plans' Investment Account (the "DB Investment Account"). Plan investments and investment income reported in the Plan's financial statements represent the Plan's interest of the corresponding total of the Master Trust net assets and investment income.

The net assets in the DC Investment Account as of December 31, 2011 and 2010 are as follows:

	2011	2010
Assets		
Interest and dividends receivable	$4,254,677	$2,926,444
Due from brokers	-	1,840,594
Total receivables	4,254,677	4,767,038
Investments at fair value		
Interest-bearing cash	-	29
Interest in collective trust funds	1,116,359,251	1,044,322,650
Interest in Collective Investment Account	185,014,938	273,606,947
Interest in mutual funds	405,678,545	394,774,934
Investment contracts with insurance companies	447,653,760	418,835,347
Company common stock	303,433,999	345,488,815
Total investments	2,458,140,493	2,477,028,722
Total assets	2,462,395,170	2,481,795,760
Liabilities		
Operating payables	1,538,485	1,723,104
Net DC Investment Account Assets	$2,460,856,685	$2,480,072,656

For the period ended December 31, 2011, the earnings on investments in the DC Investment Account are as follows:

Interest from investment contracts with insurance companies	$ 16,070,345
Common stock dividends	9,104,852
Net loss on sale of common stock	(5,072,385)
Unrealized depreciation of common stock	(34,929,396)
Net investment gain from collective trust funds	23,729,690
Net investment gain from Collective Investment Account	6,200,713
Net investment loss from mutual funds	(28,992,409)
Investment management fee	(933,266)

Net investment loss	$(14,821,856)

The Plan’s interest in the DC Investment Account assets represents the specific assets which are identifiable to the Plan and an allocation of the common assets. The Plan’s interest in the DC Investment Account net investment loss represents an allocation of the common loss. The Plan’s interest in the DC Investment Account assets and net investment loss was 99.4% at December 31, 2011 and 2010.

The Plan’s interest in the DC Investment Account includes an interest in the Collective Investment Account. The net assets in the Collective Investment Account as of December 31, 2011 and 2010 are as follows:

	2011	2010
Assets		
Receivables		
Interest and dividends	$626,248	$ 421,349
Due from brokers	7,450	6,166,960
Total receivables	633,698	6,588,309
Investments at fair value		
Interest in collective trust funds	14,083,814	32,371,636
Common stocks	335,402,699	452,865,310
Real estate	731,444	935,880
Total investments	350,217,957	486,172,826
Total assets	350,851,655	492,761,135
Liabilities		
Operating payables	715,192	806,586
Due to brokers and other liabilities	251,098	728,524
Total liabilities	966,290	1,535,110
Net Collective Investment Account assets	$349,885,365	$ 491,226,025

For the period ended December 31, 2011, the earnings on investments in the Collective Investment Account are as follows:

Common stock dividends	$5,654,588
Net gain on sale of common stock	8,004,413
Unrealized depreciation of common stock	(967,049)
Net investment gain from collective trust funds	28,346
Other income	17,064
Investment management fee	(2,340,540)
Net investment income	$10,396,822

The Plan's interest in the Collective Investment Account assets and net investment income represents an allocation of the common assets and income. The Plan's interest in the Collective Investment Account net assets and the net investment income was 52.7% at December 31, 2011 and 55.3% at December 31, 2010.

5. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) ASC 820, Fair Value Measurements and Disclosures, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The valuation inputs for the three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access.

Level 2	Other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.

Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3	Unobservable inputs for the asset or liability.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Interest-bearing cash is recorded at cost.

Collective trust funds are valued using the net asset value provided by the fund trustee based on the value of the underlying assets owned by the trust, minus its liabilities, and then divided by the number of shares outstanding.

Mutual funds are valued at the quoted net asset value of shares held by the Master Trust investment accounts at year end.

Investment contracts with insurance companies are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations (Note 3). The synthetic investment contracts held in the DC Investment Account are valued at representative quoted market prices of the underlying investments. This means that the current market value of such contracts is discounted by wrapper fees underlying the contract.

Common stock is valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the DC Investment Account's and Collective Investment Account's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
DC Investment Account				
Mutual funds:				
Diversified bond funds	$ 111,541,301	$ —	$ —	$ 111,541,301
Mid & small company U.S. stock funds	119,662,366	—	—	119,662,366
Diversified foreign stock funds	174,474,878	—	—	174,474,878
Collective trust funds:				
Diversified bond funds	—	491,246,500	—	491,246,500
Large company U.S. stock fund	—	364,345,436	—	364,345,436
Mid & small company U.S. stock funds	—	89,227,514	—	89,227,514
Diversified foreign stock funds	—	171,539,801	—	171,539,801
Company common stock	303,433,999	—	—	303,433,999
Interest in Collective Investment Account:				
Collective short-term investment fund	—	7,440,269	—	7,440,269
Common stock	177,574,669	—	—	177,574,669
Investment contracts with insurance companies:				
Guaranteed investment contracts	—	—	273,180,255	273,180,255
Synthetic investment contracts	—	174,473,505	—	174,473,505
Total investments at fair value	$ 886,687,213	$ 1,298,273,025	$ 273,180,255	$ 2,458,140,493
Collective Investment Account				
Collective short-term investment fund	$ —	$ 14,083,814	$ —	$ 14,083,814
Common stocks:				
Large company stocks	183,964,955	—	—	183,964,955
Mid & small company stocks	151,437,744	—	—	151,437,744
Real Estate	731,444	—	—	731,444
Total investments at fair value	$ 336,134,143	$ 14,083,814	$ —	$ 350,217,957

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
DC Investment Account				
Interest-bearing cash	$29	$—	$—	$29
Mutual funds:				
Diversified bond funds	112,729,935	—		112,729,935
Mid & small company U.S. stock funds	131,776,997	—	—	131,776,997
Diversified foreign stock funds	150,268,002	—	—	150,268,002
Collective trust funds:				
Diversified bond funds	—	373,415,763	—	373,415,763
Large company U.S. stock fund	—	327,743,437	—	327,743,437
Mid & small company U.S. stock funds	—	119,244,627	—	119,244,627
Diversified foreign stock funds	—	223,918,823	—	223,918,823
Company common stock	345,488,815	—	—	345,488,815
Interest in Collective Investment Account:				
Collective short-term investment fund	—	18,218,016	—	18,218,016
Common stock	255,388,931	—	—	255,388,931
Investment contracts with insurance companies:				
Guaranteed investment contracts	—	—	215,181,719	215,181,719
Synthetic investment contracts	—	203,653,628	—	203,653,628
Total investments at fair value	$995,652,709	$1,266,194,294	$215,181,719	$2,477,028,722
Collective Investment Account				
Collective short-term investment fund	$—	$32,371,636	$—	$32,371,636
Common stocks:				
Large company stocks	299,467,759	—	—	299,467,759
Mid & small company stocks	153,397,551	—	—	153,397,551
Real estate	935,880	—	—	935,880
Total investments at fair value	$453,801,190	$32,371,636	$—	$486,172,826

Certain amounts reported as of December 31, 2010 have been reclassified to conform to the presentation as of December 31, 2011.

Level 3 Assets

The table below sets forth a summary of changes in the fair value of the DC Investment Account's Level 3 assets for the year ended December 31, 2011:

	Guaranteed Investment Contracts
Balance, beginning of year	$215,181,719
Interest credited	8,371,118
Unrealized gains/(losses) relating to instruments still held at the reporting date	3,418,288
Purchases	110,000,000
Settlements	(63,790,870)
Balance, end of year	$273,180,255

6.ADMINISTRATION

The Master Trust agreement provides, among other things, that the Trustee shall keep accounts of all trust transactions and report them periodically to the Company. Investment decisions, within the guidelines of the investment funds, are made by the Trustee and investment managers. The Trustee may use an independent agent to effect purchases and sales of common stock of the Company for the Illinois Tool Works Inc. Common Stock Fund.

7. RELATED PARTY TRANSACTIONS

Through the Master Trust, certain Plan investments are shares of collective trust funds managed by the Trustee. In addition, the Recordkeeper was paid administrative fees in the Plan year. As defined by ERISA, any person or organization which provides these services to the Plan qualifies as a related party-in-interest. The Company is also a party-in-interest according to Section 3(14) of ERISA. The Illinois Tool Works Inc. Common Stock Fund is a Plan investment option.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in the Company contributions' portion of their accounts.

9. TAX STATUS

The Plan obtained its latest determination letter on July 11, 2003, in which the Internal Revenue Service stated that the Plan and related trust, as adopted, was designed in accordance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the plan administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement dates.

Accounting principles generally accepted in the United States of America requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2008.

10. TRANSFERS FROM OTHER PLANS

Assets transferred from the following plans in 2011:

Plan Name	Transfer Date	Assets Transferred from Other Plans
Employee Benefit Plan of Accessories Marketing, Inc. (AMI)	1/28/11	$ 2,551,078
Maxal International, Inc. 401(k) Plan	2/2/11	986,987
Vertique Inc. 401(k) Profit Sharing Plan	2/1/11	962,075
Hartness International, Inc. Profit Sharing Plan and Trust	2/1/11	17,655,135
Celeste Indusries 401(k) Plan and Trust	8/1/11	4,634,512
ITW Bargaining Savings and Investment Plan (“BSIP”)	—	2,073
Total transfers from other plans		$26,791,860

The above asset transfers, except for BSIP, were the result of plan mergers. Substantially, all of the assets from the above plan mergers were transferred to the Plan on or near the effective date. Assets from BSIP represent transfers of individual participant account balances due to changes in job classification.

11. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following reconciles net assets available for benefits per the financial statements to the Form 5500:

	As of December 31	
	2011	2010
Net assets available for benefits per the financial statements	$2,510,038,317	$2,521,623,052
Adjustment to fair value for fully benefit-responsive investment contracts	19,649,580	20,094,750
Amounts allocated to withdrawing participants	(342,886)	(735,696)
Net assets available for benefits per the Form 5500	$2,529,345,011	$2,540,982,106

The following reconciles net investment loss per the financial statements to the Form 5500 for the year ended December 31, 2011:

Net investment loss per the financial statements	$(14,513,851)
Adjustment to fair value for fully benefit-responsive investment contracts at:	
December 31, 2011	19,649,580
December 31, 2010	(20,094,750)
Net investment loss per the Form 5500	$(14,959,021)

Fully benefit-responsive investment contracts are recorded on the Form 5500 at fair value.

The following reconciles benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2011:

Benefits paid to participants per the financial statements	$193,191,336
Amounts allocated to withdrawing participants at:	
December 31, 2011	342,886
December 31, 2010	(735,696)
Benefits paid to participants per the Form 5500	$192,798,526

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, 2011, but not yet paid as of that date.

12. SUBSEQUENT EVENTS

Effective in 2012, participant assets and account balances pertaining to Despatch Industries Limited Partnerships 401k Plan, North Star Imaging, Inc. 401(k) Profit Sharing Plan and Spartan Computer Services, Inc. 401k Plan will be merged into the Plan. The assets that were transferred to the Plan total approximately $16,000,000.

The Company has evaluated subsequent events from December 31, 2011 through the date these financial statements were available to be issued. Except as described above, there were no subsequent events that require recognition or additional disclosure in these financial statements.

Schedule

ITW SAVINGS AND INVESTMENT PLAN

Schedule H, Line 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2011

Employer Identification Number 36-1258310, Plan Number 003

Identity of Issuer/Description of Investments	Current Value
*Participant loans**	$83,402,892

*Party-in-interest

**Interest rates on loans to participants with balances outstanding at December 31, 2011, lowest 3.25% to highest 13.00%

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees have duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized on June 25, 2012.

ITW SAVINGS AND INVESTMENT PLAN

ILLINOIS TOOL WORKS INC.

Dated: June 25, 2012

By: /s/ Robert M. Simitz
Robert M. Simitz
Vice President, Compensation & Benefits