

ILLINOIS TOOL WORKS INC  
 Form 5  
 January 11, 2010

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 GRESH PHILIP M 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GLENVIEW, IL 60026

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount  | or (D) | Price |  |  |                                   |
| Common Stock                    |                                      |  |                                |   |        |       | 600  | D  |                                   |
| Common Stock                    | 08/24/2009                           |  | G                              | 400   | D      | \$ 0  | 0  | I  | See Footnote (1)                  |
| Common Stock                    |                                      |  |                                |   |        |       | 7,488  | I  | See Footnote                      |

(2)

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

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SEC 2270  
(9-02)

**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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                           | \$ 31.125  | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 12/14/2002<br>Expiration Date: 12/14/2011                | Common Stock  | 80,000                     |
| Employee Stock Option                           | \$ 47.13   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 12/10/2005<br>Expiration Date: 12/10/2014                | Common Stock  | 80,000                     |
| Employee Stock Option                           | \$ 42.08   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 12/07/2006<br>Expiration Date: 02/01/2016                | Common Stock  | 80,000                     |
| Employee Stock Option                           | \$ 51.6  | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 02/09/2008 <sup>(3)</sup><br>Expiration Date: 02/09/2017 | Common Stock  | 80,000                     |
| Employee Stock Option                           | \$ 48.51   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 02/08/2009 <sup>(3)</sup><br>Expiration Date: 02/08/2018 | Common Stock  | 80,000                     |
| Employee Stock Option                           | \$ 35.12   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: 02/13/2010 <sup>(3)</sup><br>Expiration Date: 02/13/2019 | Common Stock  | 69,375                     |
| Qualifying Restricted Stock Unit <sup>(4)</sup> | \$ 0   | Â                                    | Â  | Â                              | Â Â   | Date Exercisable: Â <sup>(5)</sup><br>Expiration Date: Â <sup>(5)</sup>    | Common Stock  | 17,375                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| GRESH PHILIP M JR<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVENUE<br>GLENVIEW, IL 60026 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

Philip M. Gresh, Jr. by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File.

01/11/2010

\_\_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 transaction involved a gift of securities by the reporting person's spouse to his daughter, who does not share reporting person's household.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of December 31, 2009.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (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 provided 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.