

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 23, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 SMITH HAROLD B

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. Date of Earliest Transaction (Month/Day/Year)  
 02/19/2009

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

3600 W. LAKE AVENUE

(Street)

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

GLENVIEW, IL 60026

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount		
Common Stock					2,053	D	
Common Stock	02/19/2009		J		38,063 <sup>(1)</sup>	D	\$ 0 12,479,145 I Trusts <sup>(2)</sup> <sub>(3)</sub>
Common Stock	02/23/2009		S		1,500,000	D	\$ 30.21 10,979,145 I Trusts <sup>(2)</sup> <sub>(5)</sub>

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HAROLD B 3600 W. LAKE AVENUE GLENVIEW, IL 60026		X		

## Signatures

Harold B. Smith by James H. Wooten, Jr. Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

02/23/2009

\_\_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) Reporting person transferred 37,313 shares to the 2009 Smith Family Limited Partnership (SFLP) in exchange for SFLP limited partnership units. Subsequently, these SFLP limited partnership units were transferred to a new trust. Reporting person also transferred 750 shares to the 2009 Smith Family LLC in exchange for LLC interests. The 2009 Smith Family LLC transferred the 750 shares to the 2009 SFLP in exchange for general partnership units.
- (2) 735,243 shares held in a revocable trust created by me.
- (3) 11,743,902 shares held in various trusts of which I am a co-trustee and have a direct beneficial interest.
- (4) Reporting person sold and transferred 1,500,000 shares to the SFLP in exchange for a promissory note in the median amount of \$30.21 per share.
- (5) 10,243,902 shares held in various trusts of which I am a co-trustee and have a direct beneficial interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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