

ILLINOIS TOOL WORKS INC
 Form 4
 February 16, 2012

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 *
SPEER DAVID 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)
02/14/2012

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

ILLINOIS TOOL WORKS INC., 3600 WEST 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					11,835	D	
Common Stock	02/14/2012		M		44,000	A	\$ 42.08
Common Stock	02/14/2012		F		37,717	D	\$ 55.65
Common Stock					2,025	I	

By partnership (1)

By partnership (1)

See footnote (2)

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

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(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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 42.08	02/14/2012		M	44,000	12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 55.97	02/14/2012		A	33,270	02/14/2013	02/01/2016	Common Stock
Employee Stock Option	\$ 57.67					04/27/2012 ⁽³⁾	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁴⁾	02/13/2019	Common Stock
Qualifying Restricted Stock Unit ⁽⁵⁾	\$ 0					<u>(6)</u>	<u>(6)</u>	Common Stock

Employee Stock Option	\$ 43.64		02/12/2011 ⁽⁴⁾	02/12/2020	Common Stock
Performance Restricted Stock Unit ⁽⁵⁾	\$ 0		<u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option	\$ 55.81		02/11/2012 ⁽⁴⁾	02/11/2021	Common Stock
Performance Restricted Stock Unit ⁽⁵⁾	\$ 0		<u>(6)</u>	<u>(6)</u>	Common Stock
Performance Restricted Stock Units ⁽⁵⁾	\$ 0		<u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option	\$ 55.71		02/10/2013 ⁽⁴⁾	02/10/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	X		Chairman & CEO	

Signatures

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

02/16/2012

__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 are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of shares held by FLP except to the extent of his pecuniary interest therein.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 14, 2012.
- (3) Options are held by Speer Investment Partners, LP (FLP), a family limited partnership of which the reporting person is the sole general partner. The reporting person disclaims beneficial ownership of options held by FLP except to the extent of his pecuniary interest therein.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) 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.
- (6) 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.

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