

VALLS JUAN

Form 4

February 18, 2009

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 *
VALLS JUAN

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)
3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/13/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Executive Vice President

GLENVIEW, IL 60026

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

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

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 information contained in this form are not
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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	\$ 40.75						12/12/2004	12/12/2013	Common Stock	18,7	
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Common Stock	18,7	
Employee Stock Option	\$ 42.08						12/07/2006 ⁽¹⁾	02/01/2016	Common Stock	18,7	
Employee Stock Option	\$ 51.6						02/09/2008 ⁽²⁾	02/09/2017	Common Stock	20,0	
Employee Stock Option	\$ 48.51						02/08/2009 ⁽²⁾	02/08/2018	Common Stock	60,0	
Employee Stock Option	\$ 35.12	02/13/2009	A		60,703		02/13/2010 ⁽²⁾	02/13/2019	Common Stock	60,7	
Qualifying Restricted Stock Unit (3)	\$ 0	02/13/2009	A		15,711		⁽⁴⁾	⁽⁴⁾	Common Stock	15,7	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALLS JUAN 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

Signatures

Juan Valls by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on file. 02/18/2009

____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) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) 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 is insufficient, *see* Instruction 6 for procedure.

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