O'HERLIHY CHRISTOPHER A

Form 4

February 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * O'HERLIHY CHRISTOPHER A | | | 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) ILLINOIS TOOL WORKS INC, 3600 WEST LAKE AVENUE | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012 | Director 10% Owner Nother (give title Other (specify below) Executive Vice President | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| GLENVIEW, IL 60026 | | | | Form filed by More than One Reporting Person | | |

| (City) | (State) (| Zip) Tabl | e I - Non-D | Derivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 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 | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 02/13/2012 | | M | 1,896 | A | \$0 | 1,896 | D | |
| Common Stock | 02/13/2012 | | F | 597 | D | \$ 55.95 | 1,299 | D | |
| Common Stock | 02/13/2012 | | M | 2,450 | A | \$0 | 3,749 | D | |
| Common Stock | 02/13/2012 | | F | 830 | D | \$ 55.95 | 2,919 | D | |
| Common Stock | | | | | | | 1,450 | I | See Footnote |

(1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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. Transactic Code (Instr. 8) | Secur Acqu (A) or | rivative rities ired rosed of . 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|-------------------------|---------------------------------------|--|-----------------|--|--------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of S |
| Employee Stock Option | \$ 47.13 | | | | | | 12/10/2005 | 12/10/2014 | Common Stock | 4,0 |
| Employee Stock Option | \$ 51.6 | | | | | | 02/09/2008 | 02/09/2017 | Common Stock | 8,0 |
| Employee Stock Option | \$ 48.51 | | | | | | 02/08/2009 | 02/08/2018 | Common Stock | 12, |
| Employee Stock Option | \$ 35.12 | | | | | | 02/13/2010(2) | 02/13/2019 | Common Stock | 13, |
| Employee Stock Option | \$ 43.64 | | | | | | 02/12/2011(2) | 02/12/2020 | Common Stock | 22, |
| Restricted Stock Unit (3) | \$ 0 | 02/13/2012 | | M | | 1,896 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,8 |
| Qualifying Restricted Stock Unit (3) | \$ 0 | 02/13/2012 | | M | | 2,450 | <u>(5)</u> | (5) | Common Stock | 2,4 |
| Restricted Stock Unit (3) | \$ 0 | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 2,5 |
| Employee Stock Option | \$ 55.81 | | | | | | 02/11/2012(2) | 02/11/2021 | Common Stock | 36, |
| Performance Restricted Stock Unit (3) | \$ 0 | | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 4,8 |
| | \$ 55.71 | | | | | | 02/10/2013(2) | 02/10/2022 | | 43, |

Edgar Filing: O'HERLIHY CHRISTOPHER A - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

Christopher A. O'Herlihy, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

02/21/2012

**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 of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 13, 2012.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU), 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.
- (4) The RSU award became vested and payable on February 13, 2012.
- (5) The QRSU award became vested and payable on February 13, 2012.
- (6) Each RSU vests 100% three years from the date of grant.
- (7) 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. 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.

Reporting Owners 3