

NAGARAJAN SUNDARAM
Form 3
August 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â NAGARAJAN SUNDARAM		(Month/Day/Year)	ILLINOIS TOOL WORKS INC [ITW]	
(Last)	(First)	(Middle)	08/06/2010	
ILLINOIS TOOL WORKS INC,Â 3600 WEST LAKE AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	Executive Vice President		<input type="checkbox"/> Form filed by More than One Reporting Person	
GLENVIEW,Â ILÂ 60026				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	845	D	Â
Common Stock	2,124	I	See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option	12/10/2005	12/10/2014	Common Stock	8,000	\$ 47.13	D	Â
Employee Stock Option	12/07/2006	02/01/2016	Common Stock	8,000	\$ 42.08	D	Â
Employee Stock Option	02/09/2008 ⁽²⁾	02/09/2017	Common Stock	10,000	\$ 51.6	D	Â
Employee Stock Option	02/08/2009 ⁽²⁾	02/08/2018	Common Stock	10,000	\$ 48.51	D	Â
Employee Stock Option	02/13/2010 ⁽²⁾	02/13/2019	Common Stock	13,007	\$ 35.12	D	Â
Restricted Stock Unit ⁽³⁾ Â ⁽⁴⁾		Â ⁽⁴⁾	Common Stock	1,896	\$ 0	D	Â
Qualifying Restricted Stock Unit ⁽³⁾ Â ⁽⁵⁾		Â ⁽⁵⁾	Common Stock	2,152	\$ 0	D	Â
Employee Stock Option	02/12/2011 ⁽²⁾	02/12/2020	Common Stock	22,941	\$ 43.64	D	Â
Restricted Stock Unit ⁽³⁾ Â ⁽⁴⁾		Â ⁽⁴⁾	Common Stock	2,521	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGARAJAN SUNDARAM ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	Â	Â	Â Executive Vice President	Â

Signatures

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

08/12/2010

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 August 5, 2010.

(2) Options vest in four (4) equal annual installments beginning one year from date of grant.

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- (3) Each restricted stock unit (RSU) and qualifying restricted stock unit (QRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each RSU vests 100% three years from the date of grant.
- (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 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.