

GREEN MARIA C
Form 3
August 08, 2011

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 GREEN MARIA C | | (Month/Day/Year) | ILLINOIS TOOL WORKS INC [ITW] | |
| (Last) | (First) | (Middle) | 08/05/2011 | |
| 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) | |
| GLENVIEW,Â ILÂ 60026 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | VP, General Counsel & Secy | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 328 | 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|------------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option | 12/10/2005 | 12/10/2014 | Common Stock | 13,000 | \$ 47.13 | D | Â |
| Employee Stock Option | 12/07/2006 | 02/01/2016 | Common Stock | 13,000 | \$ 42.08 | D | Â |
| Employee Stock Option | 02/09/2008 | 02/09/2017 | Common Stock | 7,500 | \$ 51.6 | D | Â |
| Employee Stock Option | 02/08/2009 ⁽²⁾ | 02/08/2018 | Common Stock | 7,500 | \$ 48.51 | D | Â |
| Restricted Stock Unit ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,844 | \$ 0 | D | Â |
| Restricted Stock Unit ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 2,289 | \$ 0 | D | Â |
| Employee Stock Option | 02/11/2012 ⁽²⁾ | 02/11/2021 | Common Stock | 10,859 | \$ 55.81 | D | Â |
| Restricted Stock Unit ⁽³⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 1,183 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GREEN MARIA C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026 | Â | Â | Â VP, General Counsel & Secy | Â |

Signatures

Maria C. Green, by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

08/08/2011

__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 June 30, 2011.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU) 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.

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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