

Hartnett John R.  
Form 3  
May 17, 2012

**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 <b>and</b> Ticker or Trading Symbol                     |  |
| Â Hartnett John R.                             |         | (Month/Day/Year)                     | ILLINOIS TOOL WORKS INC [ITW]  |  |
| (Last)   | (First) | 05/16/2012                           |  |  |
| (Middle)                                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ILLINOIS TOOL WORKS INC.,Â 3600 WEST LAKE AVE. |         |                                      | (Check all applicable)   |  |
| (Street)                                       |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)                                     |  |
|  |         |                                      | Executive Vice President   |  |
| GLENVIEW,Â ILÂ 60026                           |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)   | (State) | (Zip)                                | <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<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 2,757  | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(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 | 6,000                      | \$ 47.13 | D                                     | Â |
| Employee Stock Option                | 02/01/2007                | 02/01/2016       | Common Stock | 6,000                      | \$ 42.08 | D                                     | Â |
| Employee Stock Option                | 02/09/2008                | 02/09/2017       | Common Stock | 8,000                      | \$ 51.6  | D                                     | Â |
| Employee Stock Option                | 02/08/2009                | 02/08/2018       | Common Stock | 15,000                     | \$ 48.51 | D                                     | Â |
| Employee Stock Option                | 02/13/2010 <sup>(1)</sup> | 02/13/2019       | Common Stock | 13,007                     | \$ 35.12 | D                                     | Â |
| Employee Stock Option                | 02/12/2011 <sup>(1)</sup> | 02/12/2020       | Common Stock | 13,889                     | \$ 43.64 | D                                     | Â |
| Employee Stock Option                | 02/11/2012 <sup>(1)</sup> | 02/11/2021       | Common Stock | 11,750                     | \$ 55.81 | D                                     | Â |
| Employee Stock Option                | 02/10/2013 <sup>(1)</sup> | 02/10/2022       | Common Stock | 13,066                     | \$ 55.71 | D                                     | Â |
| Restricted Stock Unit <sup>(2)</sup> | Â <sup>(3)</sup>          | Â <sup>(3)</sup> | Common Stock | 1,526                      | \$ 0     | D                                     | Â |
| Restricted Stock Unit <sup>(4)</sup> | Â <sup>(3)</sup>          | Â <sup>(3)</sup> | Common Stock | 1,559                      | \$ 0     | D                                     | Â |
| Restricted Stock Unit <sup>(5)</sup> | Â <sup>(3)</sup>          | Â <sup>(3)</sup> | Common Stock | 1,616                      | \$ 0     | D                                     | Â |

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Hartnett John R.<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVE.<br>GLENVIEW, IL 60026 | Â             | Â         | Â Executive Vice President | Â     |

**Signatures**

John R. Hartnett, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

05/17/2012

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

(2) Restricted Stock Units (RSUs) granted 2/12/10.

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

(4) Restricted Stock Units (RSUs) granted 2/11/11.

(5) Restricted Stock Units (RSUs) granted 2/10/12.

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.