



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3030

August 6, 2009

David B. Speer  
Chairman and Chief Executive Officer  
Illinois Tool Works, Inc.  
3600 W. Lake Avenue  
Glenview, Illinois 60026-1215

**Re: Illinois Tool Works, Inc.  
Form 10-K for Fiscal Year Ended December 31, 2008  
Filed February 27, 2009  
File 001-04797**

Dear Mr. Speer:

We have completed our limited review of your Annual Report on Form 10-K and have no further comments at this time. If you have any questions please contact Ruairi Regan at (202) 551-3269.

Sincerely,

Jay Mumford  
Senior Attorney

cc (via fax): James H. Wooten, Jr.  
Senior Vice President, General Counsel & Corporate Secretary