

Top of the Form**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) At its May 7, 2010 meeting, the Company's Board of Directors approved an amendment to the first sentence of Article III, Section 2 of the Company's By-Laws, effective May 7, 2010, to decrease the number of directors from eleven to nine. The text of Article III, Section 2, as amended, is as follows:

SECTION 2. Number, Tenure and Qualifications. The number of directors of the corporation is established at nine. Each director shall hold office for the term for which such director is elected or until a successor shall have been chosen and shall have qualified or until such director's earlier death, resignation, retirement, disqualification or removal.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The annual meeting of the stockholders of the Company was held on May 7, 2010 for the purposes of (i) electing the nine directors named in the Company's proxy statement to hold office until the next annual meeting of stockholders; (ii) ratifying the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2010 fiscal year; and (iii) a stockholder proposal requesting that the Company provide reports on political contributions and expenditures.

All nine nominees for director as named in the Company's proxy statement for the meeting were elected by the votes set forth in the table below.

| Election of Directors | FOR | AGAINST | BROKER NON-VOTES |
|------------------------------|-------------|----------------|-------------------------|
| Marvin D. Brailsford | 396,761,316 | 4,369,362 | 40,167,779 |
| Susan Crown | 394,276,052 | 6,685,386 | 40,167,779 |
| Don H. Davis, Jr. | 399,655,306 | 1,470,876 | 40,167,779 |
| Robert C. McCormack | 394,493,301 | 6,518,126 | 40,167,779 |
| Robert S. Morrison | 400,065,194 | 1,012,678 | 40,167,779 |
| James A. Skinner | 397,370,005 | 3,712,693 | 40,167,779 |
| David B. Smith, Jr. | 400,052,198 | 963,060 | 40,167,779 |
| David B. Speer | 390,989,308 | 10,091,123 | 40,167,779 |
| Pamela B. Strobel | 399,840,631 | 1,118,242 | 40,167,779 |

The appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2010 fiscal year was ratified by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--|-------------|----------------|--------------------|-------------------------|
| Ratification of independent registered public accounting firm | 436,255,431 | 4,916,371 | 360,006 | N/A |

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The stockholder proposal requesting that the Company provide reports on political contributions and expenditures was defeated by the votes set forth in the table below.

| | FOR | AGAINST | ABSTENTIONS | BROKER NON-VOTES |
|--|------------|----------------|--------------------|-----------------------------|
| Stockholder proposal requesting reports on political contributions and expenditures | 83,939,143 | 253,977,430 | 63,447,456 | N/A |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ILLINOIS TOOL WORKS INC.

May 12, 2010

By: /s/ James H. Wooten, Jr.

Name: James H. Wooten, Jr.

Title: Senior Vice President, General Counsel & Secretary

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Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 3 | By-Laws of Illinois Tool Works Inc., as amended and restated as of May 7, 2010 |