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

FORM 10-Q

(Mark One)

[X] **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2009

OR

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number: 1-4797

ILLINOIS TOOL WORKS INC.
(Exact name of registrant as specified in its charter)

Delaware	**36-1258310**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
3600 West Lake Avenue, Glenview, IL	**60026-1215**
(Address of principal executive offices)	**(Zip Code)**

(Registrant's telephone number, including area code) 847-724-7500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes **[X]** No **[ ]**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes **[X]** No **[ ]**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer X Accelerated filer ___
Non-accelerated filer ___ (Do not check if a smaller reporting company) Smaller reporting company ___

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes **[ ]** No **[X]**

The number of shares of registrant's common stock, $0.01 par value, outstanding at July 31, 2009: 500,145,460.

Part I – Financial Information

Item 1 – Financial Statements

ILLINOIS TOOL WORKS INC. and SUBSIDIARIES
STATEMENT OF INCOME (UNAUDITED)

(In thousands except for per share amounts)	Three Months Ended June 30		Six Months Ended June 30	
	2009	**2008**	**2009**	**2008**
Operating Revenues	$ 3,392,906	$ 4,555,881	$ 6,539,285	$ 8,681,691
Cost of revenues	2,248,253	2,941,457	4,401,080	5,633,942
Selling, administrative, and research and development expenses	757,871	814,962	1,519,562	1,588,079
Amortization of intangible assets	51,947	42,303	102,517	82,442
Impairment of goodwill and other intangible assets	—	—	89,997	1,438
Operating Income	334,835	757,159	426,129	1,375,790
Interest expense	(43,886)	(36,588)	(75,322)	(74,055)
Other income (expense)	(19,839)	24,294	(24,180)	3,161
Income from Continuing Operations Before Income Taxes	271,110	744,865	326,627	1,304,896
Income Taxes	92,167	216,161	155,700	380,854
Income from Continuing Operations	178,943	528,704	170,927	924,042
Loss from Discontinued Operations	(2,378)	(614)	(33,736)	(92,331)
Net Income	$ 176,565	$ 528,090	$ 137,191	$ 831,711
Income Per Share from Continuing Operations:				
Basic	$0.36	$1.01	$0.34	$1.76
Diluted	$0.36	$1.01	$0.34	$1.75
Loss Per Share from Discontinued Operations:				
Basic	$(0.00)	$(0.00)	$(0.07)	$(0.18)
Diluted	$(0.00)	$(0.00)	$(0.07)	$(0.18)
Net Income Per Share:				
Basic	$0.35	$1.01	$0.27	$1.59
Diluted	$0.35	$1.01	$0.27	$1.58
Cash Dividends:				
Paid	$0.31	$0.28	$0.62	$0.56
Declared	$0.31	$0.28	$0.62	$0.56
Shares of Common Stock Outstanding During the Period:				
Average	499,389	521,488	499,290	523,894
Average assuming dilution	500,875	525,209	500,617	527,467

The Notes to Financial Statements are an integral part of these statements.

ILLINOIS TOOL WORKS INC. and SUBSIDIARIES
STATEMENT OF FINANCIAL POSITION (UNAUDITED)

(In thousands)	June 30, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and equivalents	$ 616,403	$ 742,950
Trade receivables	2,393,176	2,571,987
Inventories	1,438,637	1,774,697
Deferred income taxes	218,125	206,496
Prepaid expenses and other current assets	453,424	375,778
Assets held for sale	12,229	82,071
Total current assets	5,131,994	5,753,979
Plant and Equipment:		
Land	234,406	227,167
Buildings and improvements	1,520,474	1,457,732
Machinery and equipment	3,904,401	3,714,456
Equipment leased to others	170,422	164,504
Construction in progress	101,285	98,876
	5,930,988	5,662,735
Accumulated depreciation	(3,793,006)	(3,553,303)
Net plant and equipment	2,137,982	2,109,432
Investments	450,889	465,894
Goodwill	4,677,193	4,517,550
Intangible Assets	1,696,585	1,779,669
Deferred Income Taxes	82,448	75,999
Other Assets	564,584	501,028
	$ 14,741,675	$ 15,203,551
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Short-term debt	$ 180,511	$ 2,433,973
Accounts payable	575,001	683,991
Accrued expenses	1,326,115	1,315,106
Cash dividends payable	154,892	154,726
Income taxes payable	206,219	216,751
Liabilities held for sale	5,454	20,546
Total current liabilities	2,448,192	4,825,093
Noncurrent Liabilities:		
Long-term debt	2,855,812	1,247,883
Deferred income taxes	139,167	125,089
Other liabilities	1,372,380	1,330,395
Total noncurrent liabilities	4,367,359	2,703,367
Stockholders' Equity:		
Common stock	5,323	5,318
Additional paid-in-capital	146,116	105,497
Income reinvested in the business	9,022,927	9,196,465
Common stock held in treasury	(1,390,594)	(1,390,594)
Accumulated other comprehensive income	130,361	(253,211)
Noncontrolling interest	11,991	11,616
Total stockholders' equity	7,926,124	7,675,091
	$ 14,741,675	$ 15,203,551

The Notes to Financial Statements are an integral part of these statements.

ILLINOIS TOOL WORKS INC. and SUBSIDIARIES
STATEMENT OF CASH FLOWS (UNAUDITED)

(In thousands)	Six Months Ended June 30	
	2009	**2008**
Cash Provided by (Used for) Operating Activities:		
Net income	$ 137,191	$ 831,711
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation	182,633	189,775
Amortization and impairment of goodwill and other intangible assets	192,514	185,627
Change in deferred income taxes	(11,302)	(24,910)
Provision for uncollectible accounts	6,784	4,405
(Gain) loss on sale of plant and equipment	2,322	(484)
(Income) loss from investments	13,956	(19,653)
(Gain) loss on sale of operations and affiliates	29,773	(97)
Stock compensation expense	23,969	21,834
Other non-cash items, net	27	(2,365)
Change in assets and liabilities:		
(Increase) decrease in--		
Trade receivables	322,425	(213,253)
Inventories	428,659	(98,781)
Prepaid expenses and other assets	(23,114)	(15,773)
Increase (decrease) in--		
Accounts payable	(156,461)	(7,835)
Accrued expenses and other liabilities	(32,799)	18,859
Income taxes receivable and payable	(56,777)	72,795
Other, net	11,283	2,173
Net cash provided by operating activities	1,071,083	944,028
Cash Provided by (Used for) Investing Activities:		
Acquisition of businesses (excluding cash and equivalents)	(113,640)	(678,194)
Additions to plant and equipment	(121,338)	(184,987)
Purchases of investments	(30,874)	(2,468)
Proceeds from investments	4,076	14,424
Proceeds from sale of plant and equipment	14,905	10,590
Proceeds from sale of operations and affiliates	15,685	1,006
Other, net	(815)	851
Net cash used for investing activities	(232,001)	(838,778)
Cash Provided by (Used for) Financing Activities:		
Cash dividends paid	(309,507)	(294,806)
Issuance of common stock	15,955	35,195
Repurchases of common stock	—	(585,574)
Net proceeds (repayments) of debt with original maturities 3 months or less	(1,668,982)	539,314
Proceeds from debt with original maturities greater than 3 months	2,157,995	432
Repayments of debt with original maturities greater than 3 months	(1,258,619)	(4,170)
Excess tax benefits from share-based compensation	28	3,413
Net cash used for financing activities	(1,063,130)	(306,196)
Effect of Exchange Rate Changes on Cash and Equivalents	97,501	13,596
Cash and Equivalents:		
Decrease during the period	(126,547)	(187,350)
Beginning of period	742,950	827,524
End of period	$ 616,403	$ 640,174
Cash Paid During the Period for Interest	$ 26,565	$ 40,905
Cash Paid During the Period for Income Taxes	$ 182,850	$ 308,190
Liabilities Assumed from Acquisitions	$ 38,233	$ 249,880

The Notes to Financial Statements are an integral part of these statements.

(1) FINANCIAL STATEMENTS

The unaudited financial statements included herein have been prepared by Illinois Tool Works Inc. and Subsidiaries (the "Company"). In the opinion of management, the interim financial statements reflect all adjustments of a normal recurring nature necessary for a fair statement of the results for interim periods. Events that occurred after June 30, 2009 through the time that these financial statements have been filed on August 7, 2009 with the Securities and Exchange Commission were considered in the preparation of these financial statements. These financial statements should be read in conjunction with the financial statements and notes to financial statements included in the Company's Annual Report on Form 10-K. Certain reclassifications of prior year data have been made to conform with current year reporting.

(2) COMPREHENSIVE INCOME

The Company's components of comprehensive income in the periods presented are:

(In thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	**2008**	**2009**	**2008**
Net income	$ 176,565	$ 528,090	$ 137,191	$ 831,711
Other comprehensive income:				
Foreign currency translation adjustments	504,626	39,400	381,638	141,939
Pension and other postretirement benefit adjustments, net of tax	1,954	(1,169)	1,934	(448)
Comprehensive income	$ 683,145	$ 566,321	$ 520,763	$ 973,202

(3) DISCONTINUED OPERATIONS

The Company periodically reviews its 895 operations for businesses which may no longer be aligned with its long-term objectives. In August 2008, the Company's Board of Directors authorized the divestiture of the Click Commerce industrial software business which was previously reported in the All Other segment. In the second quarter of 2009, the Company completed the sale of the Click Commerce business.

In the fourth quarter of 2007, the Company classified an automotive components business and a consumer packaging business as held for sale. The consumer packaging business was sold in the second quarter of 2008. The Company has sold the automotive components business in the third quarter of 2009.

The consolidated statements of income and the notes to financial statements have been restated to present the operating results of the held for sale and divested businesses as discontinued operations.

In May 2009, the Company's Board of Directors rescinded a resolution from August 2008 to divest the Decorative Surfaces segment. The consolidated financial statements and related notes for all periods have been restated to present the results related to the Decorative Surfaces segment as continuing operations.

Results of the discontinued operations for the second quarter of 2009 and 2008 were as follows:

(In thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	**2008**	**2009**	**2008**
Operating revenues	$ 9,542	$ 37,764	$ 23,169	$ 73,441
Income (loss) before taxes	(1,251)	2,270	(35,064)	(93,221)
Income tax (expense) benefit	(1,127)	(2,884)	1,328	890
Loss from discontinued operations	$ (2,378)	$ (614)	$ (33,736)	$ (92,331)

In 2009, the Company recorded a pre-tax loss on the disposal of the Click Commerce business of $29,827,000. Loss before taxes in 2008 includes goodwill impairment charges of $97,152,000 related to the Click Commerce business.

As of June 30, 2009, the assets and liabilities of a certain automotive components business were included in assets and liabilities held for sale. As of December 31, 2008, the Company had recorded the assets and liabilities of the Click Commerce business and a certain automotive components business as held for sale. The total assets and liabilities held for sale were as follows:

(In thousands)	June 30, 2009	December 31, 2008
Trade receivables	$ 3,650	$ 18,122
Inventories	1,603	2,369
Net plant and equipment	8,943	11,308
Net goodwill and intangible assets	—	108,405
Other assets	2,033	5,867
Loss reserve on assets held for sale	(4,000)	(64,000)
Total assets held for sale	$ 12,229	$ 82,071
Accounts payable	$ 870	$ 1,119
Accrued expenses	4,584	19,427
Total liabilities held for sale	$ 5,454	$ 20,546

(4) INCOME TAXES

In the first half of 2009, the Company incurred significant charges related to the impairment of goodwill and intangible assets of $89,997,000 that were mostly non-deductible, and discrete tax items of $43,540,000 to record reserves on net operating loss carryforwards no longer expected to be utilized and other tax adjustments. The components of the effective tax rate for the six month period ended June 30, 2009 were as follows:

Effective tax rate excluding discrete items	28.1%
Discrete tax adjustments	13.4
Goodwill and intangible asset impairment charges	6.2
Effective tax rate	47.7%

In the U.S., the Internal Revenue Service (IRS) has completed its audits for the years 2001-2003 and has proposed several adjustments for which the Company is negotiating a settlement, the most significant of which are related to leveraged leases and mortgage-backed securities. The Company has recorded its best estimate for these exposures. Management believes it is reasonably possible that within the next twelve months the matters presently under consideration for 2001-2003 with the IRS will be resolved and that the amount of the Company's unrecognized tax benefits may decrease by approximately $271 million.

(5) INVENTORIES

Inventories at June 30, 2009 and December 31, 2008 were as follows:

(In thousands)

	June 30, 2009	December 31, 2008
Raw material	$ 461,914	$ 612,190
Work-in-process	141,844	174,607
Finished goods	834,879	987,900
	$ 1,438,637	$ 1,774,697

(6) GOODWILL AND INTANGIBLE ASSETS

Goodwill represents the excess cost over fair value of the net assets of purchased businesses. The Company does not amortize goodwill and intangible assets that have indefinite lives. In the first quarter of each year, the Company performs an annual impairment assessment of goodwill and intangible assets with indefinite lives based on the fair value of the related reporting unit or intangible asset.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("SFAS 157"). The Company adopted the provisions of SFAS 157 on January 1, 2009 for all nonfinancial assets and nonfinancial liabilities that are recognized or disclosed at fair value on a nonrecurring basis. SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants and provides guidance for measuring fair value and the necessary disclosures.

When performing its annual goodwill impairment assessment, the Company compares the estimated fair value of each of its 63 reporting units to the carrying value. Fair values are determined primarily by discounting estimated future cash flows based either on current operating cash flows or on a detailed cash flow forecast prepared by the relevant reporting unit. The Company also considers additional valuation techniques, such as market multiples from similar transactions and quoted market prices of relevant public companies. If the fair value of a reporting unit is less than its carrying value, an impairment loss, if any, is recorded for the difference between the implied fair value and the carrying value of the reporting unit's goodwill.

The Company's indefinite-lived intangibles consist of trademarks and brands. The fair values of these intangibles are determined based on a relief-of-royalty income approach derived from internally forecasted revenues of the related products. If the fair value of the trademark or brand is less than its carrying value, an impairment loss is recorded for the difference between the estimated fair value and carrying value of the intangible.

In the first quarter of 2009, the Company performed its annual impairment testing of its goodwill and intangible assets with indefinite lives in compliance with the newly adopted provisions of SFAS 157 which resulted in goodwill impairment charges of $60,000,000 related to the pressure sensitive adhesive reporting unit in the Polymers & Fluids segment and $18,000,000 related to the PC board fabrication reporting unit in the Power Systems & Electronics segment.

The goodwill impairments were related to new reporting units which were acquired over the last few years. These charges were driven by lower than expected forecasts compared to results expected when the reporting units were acquired. Also in the first quarter 2009, intangible asset impairments of $11,997,000 were recorded to reduce to the estimated fair value the carrying value of trademarks and brands with indefinite lives. Approximately $5,800,000 of this charge related to the PC board fabrication reporting unit and the remainder to various trademarks and brands of other reporting units.

A summary of goodwill and indefinite-lived intangible assets that were adjusted to fair value and the related impairment charges included in earnings for the first quarter of 2009 is as follows:

(In thousands)	Book Value	Fair Value	Total Impairment Charges
Goodwill	$ 353,000	$ 275,000	$ 78,000
Indefinite-lived intangible assets	94,973	82,976	11,997

(7) RETIREMENT PLANS AND POSTRETIREMENT BENEFITS

Pension and other postretirement benefit costs for the periods ended June 30, 2009 and 2008 were as follows:

(In thousands)	Three Months Ended June 30				Six Months Ended June 30			
	Pension		Other Postretirement Benefits		Pension		Other Postretirement Benefits	
	2009	2008	2009	2008	2009	2008	2009	2008
Components of net periodic benefit cost:								
Service cost	$ 24,201	$ 28,060	$ 3,142	$ 3,585	$ 48,433	$ 56,009	$ 6,284	$ 7,170
Interest cost	29,350	30,223	7,718	8,217	58,930	60,319	15,436	16,433
Expected return on plan assets	(38,040)	(42,283)	(3,403)	(3,848)	(75,885)	(84,536)	(6,806)	(7,696)
Amortization of actuarial (gain) loss	2,072	651	64	(252)	4,137	1,289	128	(504)
Amortization of prior service (income) cost	(422)	(600)	1,606	1,565	(800)	(1,202)	3,212	3,130
Amortization of net transition amount	37	24	—	—	76	45	—	—
Curtailment & settlement gain	(12,345)	—	—	(1,929)	(12,345)	—	—	(1,929)
Net periodic benefit cost	$ 4,853	$ 16,075	$ 9,127	$ 7,338	$ 22,546	$ 31,924	$ 18,254	$ 16,604

The Company expects to contribute $218,400,000 to its pension plans and $38,100,000 to its other postretirement plans in 2009. As of June 30, 2009, contributions of $41,100,000 to pension plans and $17,300,000 to other postretirement plans have been made.

(8) SHORT-TERM DEBT

In June 2008, the Company entered into a $1,500,000,000 Line of Credit Agreement with a termination date of June 12, 2009. In October 2008, the Company amended the Line of Credit Agreement in order to increase the line of credit to $2,500,000,000. This line of credit was replaced on June 12, 2009 by a $2,000,000,000 Line of Credit Agreement with a termination date of June 11, 2010. No amounts were outstanding under this facilities at June 30, 2009.

The Company had outstanding commercial paper of $121,997,000 at June 30, 2009 and $1,820,423,000 at December 31, 2008.

In 1999, the Company issued $500,000,000 of 5.75% redeemable notes due March 1, 2009. The balance related to these notes was repaid at maturity.

(9) LONG-TERM DEBT

On March 23, 2009, the Company issued $800,000,000 of 5.15% redeemable notes due April 1, 2014 at 99.92% of face value and $700,000,000 of 6.25% redeemable notes due April 1, 2019 at 99.984% of face value. The effective interest rates of the notes are 5.2% and 6.3%, respectively.

The approximate fair value based on rates for comparable instruments and related carrying value of the Company's long-term debt, including current maturities was as follows:

(In thousands)

	June 30, 2009	December 31, 2008
Fair value	$ 2,845,031	$ 1,682,304
Carrying value	2,864,070	1,757,807

(10) STOCKHOLDERS' EQUITY

On January 1, 2009, the Company adopted Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements. Upon adoption the Company reclassified the December 31, 2008 balance of $11,616,000 from other noncurrent liabilities to noncontrolling interest in stockholders' equity.

(11) SEGMENT INFORMATION

See Management's Discussion and Analysis for information regarding operating revenues and operating income for the Company's segments.

Item 2 - Management's Discussion and Analysis

CONSOLIDATED RESULTS OF OPERATIONS

In 2007, the Company classified two consumer packaging businesses, an automotive machinery business and an automotive components business as discontinued operations. Additionally, in 2008, the Company's Board of Directors authorized the divestiture of the Click Commerce industrial software business which was previously reported in the All Other segment. The consolidated statements of income, statements of financial position, the notes to financial statements and management's discussion and analysis for all periods have been restated to present the results related to all of these businesses as discontinued operations. See the Discontinued Operations note for further information on the Company's discontinued operations.

In May 2009, the Company's Board of Directors rescinded a resolution from August 2008 to divest the Decorative Surfaces segment. The consolidated financial statements, the notes to financial statements and management's discussion and analysis for all periods have been restated to present the results related to the Decorative Surfaces segment as continuing operations.

The Company's consolidated results of operations for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 3,392,906	$ 4,555,881	$ 6,539,285	$ 8,681,691
Operating income	334,835	757,159	426,129	1,375,790
Margin %	9.9%	16.6%	6.5%	15.8%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(22.2)%	(55.3)%	(7.1)%	(22.5)%	(59.0)%	(7.5)%
Changes in variable margins and overhead costs	—	14.6	3.1	—	10.8	2.2
Total	(22.2)	(40.7)	(4.0)	(22.5)	(48.2)	(5.3)
Acquisitions and divestitures	5.3	(0.2)	(0.8)	5.7	(0.8)	(0.7)
Restructuring costs	—	(5.9)	(1.3)	—	(5.4)	(1.1)
Impairment of goodwill and intangibles	—	—	—	—	(6.4)	(1.3)
Translation	(8.8)	(8.9)	(0.7)	(8.0)	(8.2)	(0.9)
Other	0.2	(0.1)	0.1	0.1	—	—
Total	(25.5)%	(55.8)%	(6.7)%	(24.7)%	(69.0)%	(9.3)%

Operating Revenues

Revenues decreased 25.5% and 24.7% in the second quarter and year-to-date periods of 2009, respectively, versus 2008 primarily due to lower base revenues and the unfavorable effect of currency translation, mainly due to a weaker Euro versus the Dollar, partially offset by revenues from acquisitions. Total base revenues declined 22.2% and 22.5% in the second quarter and year-to-date periods, respectively. North American base revenue declined 26.8% and 26.5%, in the second quarter and year-to-date periods, respectively, while international base revenues declined 17.3% and 18.1% in the same periods. Both North American and international base revenues were adversely affected by on-going and significant declines in macroeconomic trends and related weak industrial production. The Company anticipates that the current global economic environment will continue through 2009 and as such, expects that key end markets will continue to be negatively impacted.

Operating Income

Operating income declined 55.8% and 69.0% in the second quarter and year-to-date periods of 2009, respectively, primarily due to the decline in base revenues, the negative effect of currency translation and increased restructuring expenses. In addition, in the first quarter of 2009 the Company recorded impairment charges of $78 million and $12 million against the goodwill and intangible assets, respectively. The goodwill impairments were primarily driven by the combination of lower forecasts and lower market multiples being paid for similar businesses. The higher restructuring expenses reflect the Company's efforts to reduce costs in response to current economic conditions. Improvements in base variable margins and lower overhead costs increased margins 3.1% and 2.2% in the second quarter and year-to-date periods, respectively, as the benefits of past restructuring projects began to be realized and price versus cost comparisons were favorable. Total margins declined by 6.7% and 9.3% in the second quarter and year-to-date periods of 2009, respectively, primarily due to the declines in base revenues, restructuring charges and the first quarter goodwill and intangible impairment charges.

The reconciliation of segment operating revenues to total operating revenues is as follows:

(In thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Industrial Packaging	$ 460,336	$ 717,986	$ 886,481	$ 1,347,736
Power Systems & Electronics	398,462	648,785	793,917	1,231,176
Transportation	502,266	630,427	936,900	1,224,517
Food Equipment	451,353	538,479	882,553	1,048,218
Construction Products	370,745	566,172	694,732	1,050,206
Polymers & Fluids	278,687	299,249	526,760	554,760
Decorative Surfaces	257,332	335,956	489,443	638,491
All Other	681,751	833,786	1,343,555	1,615,676
Intersegment revenues	(8,026)	(14,959)	(15,056)	(29,089)
Total operating revenues	$ 3,392,906	$ 4,555,881	$ 6,539,285	$ 8,681,691

INDUSTRIAL PACKAGING

Businesses in this segment produce steel, plastic and paper products used for bundling, shipping and protecting goods in transit.

In the Industrial Packaging segment, products include:

- steel and plastic strapping and related tools and equipment;
- plastic stretch film and related equipment;
- paper and plastic products that protect goods in transit; and
- metal jacketing and other insulation products.

This segment primarily serves the primary metals, general industrial, construction, and food and beverage markets.

The results of operations for the Industrial Packaging segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 460,336	$ 717,986	$ 886,481	$ 1,347,736
Operating income	16,273	94,496	13,663	163,700
Margin %	3.5%	13.2%	1.5%	12.1%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(26.1)%	(84.7)%	(10.5)%	(25.4)%	(88.1)%	(10.2)%
Changes in variable margins and overhead costs	—	19.2	3.4	—	10.4	1.7
Total	(26.1)	(65.5)	(7.1)	(25.4)	(77.7)	(8.5)
Acquisitions and divestitures	0.8	(0.8)	(0.2)	0.8	(0.9)	(0.2)
Restructuring costs	—	(5.1)	(0.9)	—	(2.7)	(0.5)
Impairment of goodwill and intangibles	—	—	—	—	(0.2)	—
Translation	(10.6)	(11.4)	(1.5)	(9.6)	(10.1)	(1.4)
Other	—	—	—	—	(0.1)	—
Total	(35.9)%	(82.8)%	(9.7)%	(34.2)%	(91.7)%	(10.6)%

Operating Revenues
Revenues decreased 35.9% and 34.2% in the second quarter and year-to-date periods of 2009, respectively, versus 2008 primarily due to lower base revenues and the unfavorable impact of currency translation. Base revenues declined 43.1% and 40.6% for the North American strapping businesses in the second quarter and year-to-date periods, respectively, largely due to declines in consumable and equipment volume in key end markets such as primary metals, construction-related materials and manufacturing. The international strapping businesses declined 28.9% and 27.6%, respectively. Both were adversely affected by the continued global decline in industrial production and construction industries. The worldwide stretch packaging businesses experienced declines in base revenues of 22.9% and 21.2% in the second quarter and year-to-date periods, respectively, while the protective packaging business declined 6.8% and 11.4% for the same periods both due to continuing weakness in worldwide industrial-based end markets.

Operating Income
Operating income decreased 82.8% and 91.7% in the second quarter and year-to-date periods of 2009, respectively, primarily due to the negative leverage effect of the decline in base revenues described above, the negative effect of currency translation and higher restructuring expenses. Improvements in base variable margins and overhead costs increased margins 3.4% and 1.7% in the second quarter and year-to-date periods, respectively, as price versus cost comparisons were favorable and benefits of past restructuring projects began to be realized. Total operating margins declined by 9.7% and 10.6% in the second quarter and year-to-date periods, respectively, mainly due to the declines in base revenues.

POWER SYSTEMS & ELECTRONICS

Businesses in this segment produce equipment and consumables associated with specialty power conversion, metallurgy and electronics.

In the Power Systems & Electronics segment, products include:
- arc welding equipment;
- metal arc welding consumables and related accessories;
- metal solder materials for PC board fabrication;
- equipment and services for microelectronics assembly;
- electronic components and component packaging; and
- airport ground support equipment.

This segment primarily serves the general industrial, electronics and construction markets.

The results of operations for the Power Systems & Electronics segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 398,462	$ 648,785	$ 793,917	$ 1,231,176
Operating income	61,155	142,124	86,520	266,887
Margin %	15.3%	21.9%	10.9%	21.7%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(36.5)%	(62.9)%	(9.1)%	(34.3)%	(60.5)%	(8.6)%
Changes in variable margins and overhead costs	—	13.2	4.5	—	11.6	3.8
Total	(36.5)	(49.7)	(4.6)	(34.3)	(48.9)	(4.8)
Acquisitions and divestitures	2.0	(0.6)	(0.7)	2.5	(2.1)	(1.1)
Restructuring costs	—	(3.6)	(1.2)	—	(4.8)	(1.6)
Impairment of goodwill and intangibles	—	—	—	—	(9.0)	(3.0)
Translation	(4.1)	(3.1)	(0.1)	(3.7)	(2.9)	(0.3)
Other	—	—	—	—	0.1	—
Total	(38.6)%	(57.0)%	(6.6)%	(35.5)%	(67.6)%	(10.8)%

Operating Revenues

Revenues declined 38.6% and 35.5% in the second quarter and year-to-date periods of 2009, respectively, over 2008 mainly due to declines in base revenues and the negative effect of currency translation. The revenue decrease was partially offset by 2008 acquisitions including a welding equipment business and a PC board fabrication business. Worldwide base welding revenues declined 37.0% in the second quarter and 34.2% year-to-date. North American welding businesses declined 41.3% and 38.7% while international base businesses declined 26.4% and 21.9%, in the respective periods. Revenues fell as end market demand continued to decline across the broad spectrum of industries that this segment serves. Base revenues for the electronics businesses fell 33.3% and 38.8% in the second quarter and year-to-date periods while base revenues in the PC board fabrication businesses fell 59.2% and 57.6% in the same periods both due to the decline in consumer demand for electronics. Revenues in the ground support businesses increased 4.0% and 9.4% in the second quarter and year-to-date period, respectively, due to commercial and military airport infrastructure projects.

Operating Income

Operating income decreased 57.0% and 67.6% in the second quarter and year-to-date periods of 2009, respectively, primarily due to the declines in base revenues described above, first quarter 2009 impairment charges, higher restructuring expenses and the negative effect of currency translation. Goodwill and intangible asset impairment charges of $18.0 million and $6.7 million, respectively, were incurred in the PC board fabrication and welding accessories businesses in the first quarter of 2009. Total operating margins declined by 6.6% and 10.8% in the second quarter and year-to-date periods, respectively, primarily due to the declines in base revenues, higher impairment charges and higher restructuring expense. Improvements in variable margins and overhead costs, including favorable price versus cost comparison, increased operating margins by 4.5% and 3.8% in the same periods.

TRANSPORTATION

Businesses in this segment produce components, fasteners, fluids and polymers, as well as truck remanufacturing and related parts and service.

In the Transportation segment, products include:

- metal and plastic components, fasteners and assemblies for automobiles and light trucks;
- fluids and polymers for auto aftermarkets maintenance and appearance;
- fillers and putties for auto body repair; and
- polyester coatings and patch and repair products for the marine industry.

This segment primarily serves the automotive original equipment manufacturers and tiers and automotive aftermarket markets.

The results of operations for the Transportation segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 502,266	$ 630,427	$ 936,900	$ 1,224,517
Operating income	24,321	99,705	7,873	191,407
Margin %	4.8%	15.8%	0.8%	15.6%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(23.7)%	(55.9)%	(6.7)%	(29.4)%	(71.4)%	(9.3)%
Changes in variable margins and overhead costs	—	0.2	—	—	(3.6)	(0.8)
Total	(23.7)	(55.7)	(6.7)	(29.4)	(75.0)	(10.1)
Acquisitions	12.7	(1.8)	(1.4)	14.1	—	(0.5)
Restructuring costs	—	(6.4)	(1.3)	—	(9.5)	(2.1)
Impairment of goodwill and intangibles	—	—	—	—	(1.3)	(0.3)
Translation	(9.4)	(11.7)	(1.6)	(8.2)	(10.2)	(1.8)
Other	0.1	—	—	—	0.1	—
Total	(20.3)%	(75.6)%	(11.0)%	(23.5)%	(95.9)%	(14.8)%

Operating Revenues

Revenues declined 20.3% and 23.5% in the second quarter and year-to-date periods, respectively, versus 2008 primarily due to declines in base revenues and the unfavorable effect of currency translation. Acquisition revenue partially mitigated the base revenue decrease and was primarily related to the purchase of a North American truck remanufacturing and parts business in the third quarter of 2008. Worldwide automotive base revenues declined 30.5% and 37.8% in the second quarter and year-to-date periods, respectively, as automotive production continued to be weak. Automotive aftermarket declined 12.7%, in the second quarter and 11.5% year-to-date as a result of a continued decline in discretionary consumer spending. North American base revenues declined 39.5% and 43.1% in the second quarter and year-to-date periods, respectively, on declines of 49% and 50% in North American auto builds in the same periods. International base revenues declined 22.5% and 32.8% for the second quarter and year-to-date, respectively, on declines in car builds of 23% and 28%.

Operating Income
Operating income decreased 75.6% and 95.9% in the second quarter and year-to-date periods of 2009, respectively, versus 2008 primarily due to the decline in base revenues described above, the unfavorable effect of currency translation and higher restructuring costs. The increase in restructuring expense is primarily due to continued efforts to reduce costs in response to current economic conditions and the decline in worldwide automotive production. Total operating margins declined by 11.0% and 14.8% in the second quarter and year-to-date periods, respectively, primarily due to the dramatic decline in revenues described above.

Due to the severe deterioration in the North American automotive market, there is significant uncertainty about the ability of certain U.S. auto manufacturers and their suppliers to continue as going concerns. On April 30, 2009, Chrysler LLC filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code. Shortly thereafter, Chrysler LLC suspended production at most of its facilities while the company went through the bankruptcy process. Additionally, General Motors ("GM") filed for bankruptcy protection on June 1, 2009.

Both GM and Chrysler have subsequently emerged from bankruptcy reorganization and Chrysler has resumed production. Management continues to monitor conditions in the automotive industry, but currently believes these reorganizations will not have a significant long term impact on the Company.

FOOD EQUIPMENT

Businesses in this segment produce commercial food equipment and related service.

In the Food Equipment segment, products include:
- warewashing equipment;
- cooking equipment, including ovens, ranges and broilers;
- refrigeration equipment, including refrigerators, freezers and prep tables;
- food processing equipment, including slicers, mixers and scales; and
- kitchen exhaust, ventilation and pollution control systems.

This segment primarily serves the food institutional/restaurant, service and food retail markets.

The results of operations for the Food Equipment segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 451,353	$ 538,479	$ 882,553	$ 1,048,218
Operating income	58,428	73,675	102,831	143,991
Margin %	12.9%	13.7%	11.7%	13.7%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(8.5)%	(25.5)%	(2.6)%	(8.8)%	(26.6)%	(2.7)%
Changes in variable margins and overhead costs	—	18.5	2.8	—	9.8	1.5
Total	(8.5)	(7.0)	0.2	(8.8)	(16.8)	(1.2)
Acquisitions	1.6	—	(0.2)	1.4	(0.7)	(0.3)
Restructuring costs	—	(3.2)	(0.5)	—	(1.9)	(0.3)
Translation	(9.3)	(10.5)	(0.3)	(8.4)	(9.1)	(0.3)
Other	—	—	—	—	(0.1)	0.1
Total	(16.2)%	(20.7)%	(0.8)%	(15.8)%	(28.6)%	(2.0)%

Operating Revenues
Revenues decreased 16.2% and 15.8% in the second quarter and year-to-date periods of 2009, respectively, versus 2008 primarily due to the decline in base business and the unfavorable effect of currency translation slightly offset by revenues from acquisitions. The acquired revenues were attributable to the acquisition of a European food equipment business in 2008. North American base revenues declined 8.4% and 11.1%, respectively, for the second quarter and year-to-date periods while international base revenues declined 10.2% and 7.9% in the same periods. Base revenues for the North American institutional/restaurant businesses declined 13.2% and 15.6% in the second quarter and year-to-date periods, respectively, as customers delayed equipment purchases. North American service revenues declined a more modest 1.1% and 2.1% in the second quarter and year-to-date periods as customers continued to maintain existing equipment.

Operating Income
Operating income declined 20.7% and 28.6% in the second quarter and year-to-date periods, respectively, primarily due to the decrease in base revenues described above and the unfavorable effect of currency translation. Total operating margins declined by 0.8% and 2.0% in the second quarter and year-to-date, respectively, primarily due to the decline in base revenues partially offset by margin gains due to lower operating costs including lower fuel costs, favorable product mix, and reduced headcount.

CONSTRUCTION PRODUCTS

Businesses in this segment produce tools, fasteners and other products for construction applications.

In the Construction Products segment, products include:
- fasteners and related fastening tools for wood applications;
- anchors, fasteners and related tools for concrete applications;
- metal plate truss components and related equipment and software; and
- packaged hardware, fasteners, anchors and other products for retail.

This segment primarily serves the residential construction, renovation construction and commercial construction markets.

The results of operations for the Construction Products segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 370,745	$ 566,172	$ 694,732	$ 1,050,206
Operating income	21,738	80,044	11,518	132,223
Margin %	5.9%	14.1%	1.7%	12.6%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(22.1)%	(65.1)%	(7.8)%	(21.7)%	(71.8)%	(8.1)%
Changes in variable margins and overhead costs	—	11.4	2.1	—	3.2	0.5
Total	(22.1)	(53.7)	(5.7)	(21.7)	(68.6)	(7.6)
Acquisitions	0.7	(0.6)	(0.2)	0.6	(1.3)	(0.2)
Restructuring costs	—	(1.7)	(0.3)	—	(3.9)	(0.6)
Translation	(13.1)	(16.9)	(2.1)	(12.8)	(17.4)	(2.5)
Other	—	0.1	0.1	0.1	(0.1)	—
Total	(34.5)%	(72.8)%	(8.2)%	(33.8)%	(91.3)%	(10.9)%

Operating Revenues

Revenues declined 34.5% and 33.8% in the second quarter and year-to-date periods of 2009 versus 2008 primarily as a result of the decline in base revenue and the unfavorable effect of currency translation. Base revenues for the North American, European and Asia-Pacific regions decreased 34.0%, 30.2% and 2.5%, respectively during the second quarter while declining 32.6%, 29.7% and 3.5% year-to-date. These declines in base revenues were the result of ongoing weakness in the residential and commercial construction markets in North America and Europe. North American housing starts declined 48% on an annualized basis in the second quarter. In addition, commercial construction activity fell 50% year-to-date. The European and Asia-Pacific regions continued to show weakening demand, primarily in the commercial construction category.

Operating Income

Operating income decreased 72.8% and 91.3%, respectively, in the second quarter and year-to-date periods of 2009, primarily due to the revenue decline described above. In addition, the unfavorable effect of currency translation, higher restructuring expenses and lower income from acquisitions contributed to the lower income and margins. Total margins declined 8.2% and 10.9% as reduced operating expenses, including benefits from past restructuring projects, were more than offset by the effect of lower revenues.

POLYMERS & FLUIDS

Businesses in this segment produce adhesives, sealants, lubrication and cutting fluids, and hygiene products.

In the Polymers & Fluids segment, products include:

- adhesives for industrial, construction and consumer purposes;
- chemical fluids which clean or add lubrication to machines;
- epoxy and resin-based coating products for industrial applications;
- hand wipes and cleaners for industrial applications; and
- pressure-sensitive adhesives and components for telecommunications, electronics, medical and transportation applications.

This segment primarily serves the general industrial, construction, maintenance, repair and operations and automotive aftermarket markets.

The results of operations for the Polymers & Fluids segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 278,687	$ 299,249	$ 526,760	$ 554,760
Operating income (loss)	28,926	53,677	(21,694)	89,593
Margin %	10.4%	17.9%	(4.1)%	16.1%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(15.1)%	(37.0)%	(4.6)%	(15.9)%	(43.3)%	(5.3)%
Changes in variable margins and overhead costs	—	14.1	3.0	—	12.9	2.5
Total	(15.1)	(22.9)	(1.6)	(15.9)	(30.4)	(2.8)
Acquisitions	19.2	(2.7)	(3.1)	21.3	(7.0)	(0.8)
Restructuring costs	—	(9.1)	(1.9)	—	(8.7)	(1.7)
Impairment of goodwill and intangibles	—	—	—	—	(67.2)	(12.9)
Translation	(11.0)	(11.4)	(0.9)	(10.4)	(11.0)	(2.1)
Other	—	—	—	—	0.1	0.1
Total	(6.9)%	(46.1)%	(7.5)%	(5.0)%	(124.2)%	(20.2)%

Operating Revenues

Revenues decreased 6.9% and 5.0% in the second quarter and year-to-date periods of 2009 versus the same 2008 periods primarily due to lower base revenues and the unfavorable effect of currency translation mostly offset by revenues from acquisitions. Acquisition revenue was primarily the result of the purchase of a pressure sensitive adhesives business and two construction adhesives businesses. Total base revenues declined 15.1% and 15.9% in the second quarter and year-to-date periods, respectively, primarily due to continued weakness in worldwide industrial production and MRO market demand. Worldwide base revenue for the fluids and polymers businesses declined 16.9% and 17.7% in the second quarter and year-to-date, respectively.

Operating Income
Operating income decreased 46.1% in the second quarter and 124.2% to a year-to-date loss primarily due to a $60.0 million goodwill impairment charge against the pressure sensitive adhesive businesses in the first quarter of 2009 and declines in base revenues. Base operating margins declined 1.6% and 2.8% as savings from prior period restructuring projects and favorable price versus cost comparisons were offset by the lower revenues. The first quarter 2009 goodwill impairment charge further reduced year-to-date margins by 12.9%. Additionally, acquisitions diluted margins 3.1% and 0.8% in the second quarter and year-to-date periods.

DECORATIVE SURFACES

Businesses in this segment produce decorative surfacing materials for countertops, flooring, furniture and other applications.

In the Decorative Surfaces segment, products include:
- decorative high-pressure laminate for countertops;
- solid surface materials for countertops;
- high-pressure laminate flooring;
- laminate for furniture applications; and
- high-pressure laminate worktops.

This segment serves the commercial construction, renovation construction, residential construction and general industrial markets.

The results of operations for the Decorative Surfaces segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 257,332	$ 335,956	$ 489,443	$ 638,491
Operating income	34,041	46,761	62,025	81,059
Margin %	13.2%	13.9%	12.7%	12.7%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating leverage	(16.0)%	(45.8)%	(4.9)%	(16.5)%	(52.0)%	(5.4)%
Changes in variable margins and overhead costs	—	32.2	5.3	—	37.7	5.8
Total	(16.0)	(13.6)	0.4	(16.5)	(14.3)	0.4
Restructuring costs	—	(9.7)	(1.6)	—	(5.1)	(0.8)
Translation	(7.4)	(3.9)	0.5	(6.8)	(4.1)	0.4
Total	(23.4)%	(27.2)%	(0.7)%	(23.3)%	(23.5)%	—%

Operating Revenues
Revenues decreased 23.4% and 23.3% in the second quarter and year-to-date periods of 2009 versus 2008 due to lower base revenues and the unfavorable effect of currency translation. North American laminate base revenues declined 20.0% and 19.4% in the second quarter and year-to-date periods, respectively, as a result of the continued downturn in commercial and residential construction. These declines were partially offset by increased product penetration in the premium high definition laminate product segment. International base revenues declined 11.6% and 12.3% in the same periods due to European volume declines.

Operating Income
Operating income decreased 27.2% and 23.5% in the second quarter and year-to-date periods primarily due to the decline in revenues described above, higher restructuring expenses and the negative effect of currency translation. Improvements in base variable margins and lower overhead costs increased margins 5.3% and 5.8% in the second quarter and year-to-date periods, respectively, largely due to higher prices on premium products, lower raw material costs and benefits from prior restructuring expense.

ALL OTHER

This segment contains all other operating segments.

In the All Other segment, products include:
- equipment and related software for testing of materials and structures;
- plastic reclosable packaging for consumer food storage;
- plastic reclosable bags for storage of clothes and home goods;
- plastic consumables that multi-pack cans and bottles and related equipment;
- plastic fasteners and components for appliances, furniture and industrial uses;
- metal fasteners and components for appliances and industrial applications;
- swabs, wipes and mats for clean room usage;
- foil, film and related equipment used to decorate consumer products;
- product coding and marking equipment and related consumables;
- paint spray and adhesive dispensing equipment; and
- static and contamination control equipment.

This segment primarily serves the general industrial, consumer durables, food and beverage and electronics markets.

The results of operations for the All Other segment for the second quarter and year-to-date periods of 2009 and 2008 were as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	2008	2009	2008
Operating revenues	$ 681,751	$ 833,786	$ 1,343,555	$ 1,615,676
Operating income	89,953	166,677	163,393	306,930
Margin %	13.2%	20.0%	12.2%	19.0%

In the second quarter and year-to-date periods of 2009, the changes in revenues, operating income and operating margins over the prior year were primarily due to the following factors:

	Three Months Ended June 30			Six Months Ended June 30		
	% Increase (Decrease)		% Point Increase (Decrease)	% Increase (Decrease)		% Point Increase (Decrease)
	Operating Revenues	Operating Income	Operating Margins	Operating Revenues	Operating Income	Operating Margins
Base manufacturing business:						
Revenue change/Operating Leverage	(20.0)%	(46.4)%	(6.6)%	(19.5)%	(47.5)%	(6.6)%
Changes in variable margins and overhead costs	—	14.2	3.6	—	11.9	2.8
Total	(20.0)	(32.2)	(3.0)	(19.5)	(35.6)	(3.8)
Acquisitions and divestitures	8.6	2.5	(0.9)	8.7	1.8	(0.9)
Restructuring costs	—	(9.3)	(2.3)	—	(6.1)	(1.5)
Impairment of goodwill and intangibles	—	—	—	—	(0.5)	(0.1)
Translation	(6.8)	(7.0)	(0.6)	(6.0)	(6.3)	(0.5)
Other	—	—	—	—	(0.1)	—
Total	(18.2)%	(46.0)%	(6.8)%	(16.8)%	(46.8)%	(6.8)%

Operating Revenues

Revenues decreased 18.2% and 16.8% in the second quarter and year-to-date periods of 2009, respectively, versus 2008 due to the decline in base business revenues and the unfavorable effect of currency translation, partially offset by an increase in revenues from acquired companies. The increase in acquisition revenue was primarily due to the purchase of two test and measurement businesses. Base revenues declined in the second quarter 26.9%, 38.7%, 12.9% and 15.3% for the industrial plastics and metals, finishing, consumer packaging and test and measurement businesses, respectively, due to the effect of weak capital expenditure spending and a fall-off in end market demand across the broad spectrum of industries this segment serves. Year-to-date these declines were 27.3%, 31.8%, 14.0% and 14.2%, respectively.

Operating Income

Operating income declined 46.0% and 46.8% in the second quarter and year-to-date periods of 2009, respectively, primarily due to the decline in base revenues described above, the unfavorable effect of currency translation and higher restructuring expenses. Total operating margins declined by 6.8% in both periods primarily due to the lower margins for both base and acquired businesses. Base margins declined by 3.0% and 3.8% in the second quarter and year-to-date, respectively, as favorable price versus cost comparisons and gains from tight cost controls were offset by the impact of lower revenues.

AMORTIZATION AND IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

Amortization expense increased to $102.5 million in the first six months of 2009 versus $82.4 million in the first six months of 2008, due to intangible amortization related to newly acquired businesses in the second half of 2008.

Total goodwill and intangible asset impairment charges by segment for the six months ended June 30, 2009 and 2008 were as follows:

(In thousands)	Six Months Ended June 30	
	2009	**2008**
Industrial Packaging	$ 386	$ —
Power Systems & Electronics	24,766	824
Transportation	2,414	13
Food Equipment	46	—
Polymers & Fluids	60,416	251
All Other	1,969	350
	$ 89,997	$ 1,438

See the Goodwill and Intangible Assets note for further details of the impairment charges.

INTEREST EXPENSE

Interest expense increased to $75.3 million in the first six months of 2009 from $74.1 million in the first six months of 2008 due to interest on the 5.15% and 6.25% notes issued on March 23, 2009, partially offset by the 6.875% notes and 5.75% bonds repaid at maturity on November 17, 2008 and March 2, 2009, respectively, and lower commercial paper rates and borrowings.

OTHER INCOME (EXPENSE)

Other income (expense) was expense of $24.2 million for the first six months of 2009 versus income of $3.2 million in 2008, primarily due to investment and currency translation losses in 2009 versus gains in 2008 and lower interest income in 2009, partially offset by a charge for German taxes in 2008.

INCOME TAXES

The effective tax rate for the first six months of 2009 was 47.67% compared to 29.19% for the first six months of 2008. The increase in the effective tax rate resulted primarily from the impairment of non-deductible goodwill and discrete tax adjustments in 2009.

INCOME FROM CONTINUING OPERATIONS

Income from continuing operations of $170.9 million ($0.34 per diluted share) in the first six months of 2009 was 81.5% lower than the 2008 income from continuing operations of $924.0 million ($1.75 per diluted share).

FOREIGN CURRENCY

The strengthening of the U.S. dollar against foreign currencies in 2009 decreased operating revenues for the first six months of 2009 by approximately $565 million and decreased income from continuing operations by approximately 7 cents per diluted share.

DISCONTINUED OPERATIONS

Loss from discontinued operations was $33.7 million in the first six months of 2009 compared to $92.3 million in 2008 primarily due to 2008 impairment of goodwill of $97.2 million versus the 2009 loss on sale of the Click Commerce industrial software business of $29.8 million.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary sources of liquidity are free operating cash flows and short-term credit facilities. The Company's targeted debt-to-capital ratio is 20% to 30%, excluding the impact of any larger acquisitions.

The primary uses of liquidity are:

- dividend payments – the Company's dividend payout guidelines are 25% to 35% of the last two years' average income from continuing operations;
- acquisitions; and
- any excess liquidity may be used for share repurchases. The Company's open-ended share repurchase program allows it flexibility in achieving the targeted debt-to-capital ratio.

The Company believes that based on its current free operating cash flow, debt-to-capitalization ratios and credit ratings, it could readily obtain additional financing if necessary.

Cash Flow

Free operating cash flow is used by management to measure normal cash flow generated by operations that is available for dividends, acquisitions, share repurchases and debt repayment. Free operating cash flow is a measurement that is not the same as net cash flow from operating activities per the statement of cash flows and may not be consistent with similarly titled measures used by other companies.

Summarized cash flow information for the second quarter of 2009 and 2008 was as follows:

(In thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	**2008**	**2009**	**2008**
Net cash provided by operating activities	$ 624,082	$ 450,104	$ 1,071,083	$ 944,028
Additions to plant and equipment	(57,402)	(95,982)	(121,338)	(184,987)
Free operating cash flow	$ 566,680	$ 354,122	$ 949,745	$ 759,041
Acquisition of businesses	$ (49,131)	$ (442,152)	$ (113,640)	$ (678,194)
Purchase of investments	(18,520)	(1,862)	(30,874)	(2,468)
Proceeds from sale of operations and affiliates	17,233	4,733	15,685	1,006
Cash dividends paid	(154,781)	(146,379)	(309,507)	(294,806)
Issuance of common stock	10,572	17,642	15,955	35,195
Repurchases of common stock	—	(200,000)	—	(585,574)
Net proceeds (repayments) of debt	(965,728)	110,421	(769,606)	535,576
Other	88,979	16,208	115,695	42,874
Net decrease in cash and equivalents	$ (504,696)	$ (287,267)	$ (126,547)	$ (187,350)

On August 20, 2007 the Company's Board of Directors authorized a stock repurchase program, which provides for the buyback of up to $3.0 billion of the Company's common stock over an open-ended period of time. There are approximately $1.2 billion of authorized repurchases remaining under this program.

Return on Average Invested Capital

The Company uses return on average invested capital ("ROIC") to measure the effectiveness of its operations' use of invested capital to generate profits. We believe that ROIC is a meaningful metric to investors and may be different than the method used by other companies to calculate ROIC. ROIC for the second quarter of 2009 and 2008 was as follows:

(Dollars in thousands)	Three Months Ended June 30		Six Months Ended June 30	
	2009	**2008**	**2009**	**2008**
Operating revenues	$ 3,392,906	$ 4,555,881	$ 6,539,285	$ 8,681,691
Tax rate	34.00%	29.02%	31.90%	29.19%
Operating income after taxes	$ 220,991	$ 537,431	$ 351,482	$ 974,197
Invested capital:				
Trade receivables	$ 2,393,176	$ 3,302,285	$ 2,393,176	$ 3,302,285
Inventories	1,438,637	1,845,621	1,438,637	1,845,621
Net plant and equipment	2,137,982	2,285,049	2,137,982	2,285,049
Investments	450,889	506,407	450,889	506,407
Goodwill and intangible assets	6,373,778	6,279,880	6,373,778	6,279,880
Accounts payable and accrued expenses	(1,901,116)	(2,364,395)	(1,901,116)	(2,364,395)
Net assets held for sale	6,775	139,552	6,775	139,552
Other, net	(554,077)	(199,349)	(554,077)	(199,349)
Total invested capital	$ 10,346,044	$ 11,795,050	$ 10,346,044	$ 11,795,050
Average invested capital	$ 10,237,095	$ 11,449,069	$ 10,362,729	$ 11,242,732
Annualized return on average invested capital	8.6%	18.8%	6.8%	17.3%

The ROIC decrease of 10.2% in the second quarter of 2009 was the result of after-tax operating income decreasing 58.9%, resulting from the current economic downturn, while average invested capital decreased 10.6%.

The ROIC decrease of 10.5% for year-to-date 2009 was the result of after-tax operating income decreasing 63.9%, resulting from the current economic downturn, while average invested capital decreased 7.8%.

In the first quarter of 2009, the Company incurred significant charges for the impairment of goodwill and intangible assets of $90.0 million that was mostly non-deductible and discrete tax adjustments of $28.0 million. Since these charges were unusual, the ROIC calculation has been adjusted to exclude these items to improve comparability and better reflect the return on invested capital for the 2009 year-to-date period presented above. A reconciliation of year-to-date operating income and the tax rate as reported to operating income after taxes and tax rate used above is as follows:

(Dollars in thousands)	Operating Income	Income from Continuing Operations Before Income Taxes	Income Taxes	Tax Rate
As reported	$ 426,129	$ 326,627	$ 155,700	47.7%
Goodwill and intangible asset impairments	89,997	89,997	5,058	(7.3)%
Discrete tax adjustments	—	—	(27,800)	(8.5)%
As adjusted	516,126	$ 416,624	$ 132,958	31.9%
Income taxes at the adjusted rate of 31.9%	(164,644)			
Adjusted operating income after taxes	$ 351,482			

Working Capital

Net working capital at June 30, 2009 and December 31, 2008 is summarized as follows:

(Dollars in thousands)	June 30, 2009	December 31, 2008	Increase/(Decrease)
Current assets:			
Cash and equivalents	$ 616,403	$ 742,950	$ (126,547)
Trade receivables	2,393,176	2,571,987	(178,811)
Inventories	1,438,637	1,774,697	(336,060)
Other	671,549	582,274	89,275
Assets held for sale	12,229	82,071	(69,842)
	5,131,994	5,753,979	(621,985)
Current liabilities:			
Short-term debt	180,511	2,433,973	(2,253,462)
Accounts payable and accrued expenses	1,901,116	1,999,097	(97,981)
Other	361,111	371,477	(10,366)
Liabilities held for sale	5,454	20,546	(15,092)
	2,448,192	4,825,093	(2,376,901)
Net working capital	$ 2,683,802	$ 928,886	$ 1,754,916
Current ratio	2.10	1.19	

Short-term debt decreased primarily due to the pay down of commercial paper resulting from the issuance of $1.5 billion of long-term notes, cash repatriation to the U.S. from Europe and excess cash flow. Inventories decreased primarily as a result of lower purchase activity. Trade receivables decreased primarily due to lower revenues.

Debt

Total debt at June 30, 2009 and December 31, 2008 was as follows:

(Dollars in thousands)	June 30, 2009	December 31, 2008
Short-term debt	$ 180,511	$ 2,433,973
Long-term debt	2,855,812	1,247,883
Total debt	$ 3,036,323	$ 3,681,856
Total debt to capitalization	27.7%	32.4%

The Company had outstanding commercial paper of $122.0 million at June 30, 2009 and $1.8 billion at December 31, 2008.

In 1999, the Company issued $500.0 million of 5.75% redeemable notes due March 1, 2009. The balance related to these notes outstanding at December 31, 2008 was repaid at maturity.

On March 23, 2009, the Company issued $800.0 million of 5.15% redeemable notes due April 1, 2014 at 99.92% of face value and $700.0 million of 6.25% redeemable notes due April 1, 2019 at 99.984% of face value. The net proceeds from the offering were used to pay down the Company's commercial paper balance.

In June 2008, the Company entered into a $1.5 billion Line of Credit Agreement with a termination date of June 12, 2009. In October 2008, the Company amended the Line of Credit Agreement in order to increase the line of credit to $2.5 billion. This line of credit was replaced on June 12, 2009 by a $2.0 billion Line of Credit Agreement with a termination date of June 11, 2010. No amounts were outstanding under this facility at June 30, 2009.

Stockholders' Equity

The changes to stockholders' equity during 2009 were as follows:

(In thousands)		
Total stockholders' equity, December 31, 2008	$	7,675,091
Currency translation adjustments		381,638
Net income		137,191
Stock option activity		40,624
Pension and other postretirement benefit adjustments, net of tax		1,934
Noncontrolling interest		375
Adoption of new accounting standard		(1,056)
Cash dividends declared		(309,673)
Total stockholders' equity, June 30, 2009	$	7,926,124

FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, that may be identified by the use of words such as "believe," "expect," "plans," "strategy," "prospects," "estimate," "project," "target," "anticipate," "guidance," and other similar words, including, without limitation, the impact of bankruptcies of particular customers in the transportation business, the adequacy of internally generated funds and credit facilities, the meeting of dividend payout objectives, the ability to fund debt service obligations and expected contributions to the Company's pension and postretirement plans. These statements are subject to certain risks, uncertainties, and other factors, which could cause actual results to differ materially from those anticipated. Important risks that may influence future results include (1) a further downturn in the construction, general industrial, automotive or food institutional/restaurant and service markets, (2) changes or deterioration in international and domestic business and economic conditions, particularly in North America, Europe, Asia or Australia, (3) the unfavorable impact of foreign currency fluctuations and costs of raw materials, (4) decreases in credit availability, (5) an interruption in, or reduction in, introducing new products into the Company's product lines, (6) an unfavorable environment for making acquisitions, domestic and international, including adverse accounting or regulatory requirements and market values of candidates, and (7) unfavorable tax law changes and tax authority rulings. The risks covered here are not all inclusive and given these and other possible risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. A more detailed description of these risks is set forth in the Company's Form 10-K for 2008.

The Company practices fair disclosure for all interested parties. Investors should be aware that while the Company regularly communicates with securities analysts and other investment professionals, it is against the Company's policy to disclose to them any material non-public information or other confidential commercial information. Shareholders should not assume that the Company agrees with any statement or report issued by any analyst irrespective of the content of the statement or report.

Item 3 - Quantitative and Qualitative Disclosures About Market Risk

INTEREST RATE RISK

The Company's exposure to market risk for changes in interest rates relates primarily to the Company's debt.

On March 23, 2009, the Company issued $800.0 million of 5.15% redeemable notes due April 1, 2014 at 99.92% of face value and $700.0 million of 6.25% redeemable notes due April 1, 2019 at 99.984% of face value. The estimated fair value of the 5.15% and 6.25% notes exceeded the carrying value by approximately $41.2 million and $50.9 million, respectively, at June 30, 2009.

Item 4 – Controls and Procedures

The Company's management, with the participation of the Company's Chairman & Chief Executive Officer and Senior Vice President & Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a–15(e)) as of June 30, 2009. Based on such evaluation, the Company's Chairman & Chief Executive Officer and Senior Vice President & Chief Financial Officer, have concluded that, as of June 30, 2009, the Company's disclosure controls and procedures were effective.

In connection with the evaluation by management, including the Company's Chairman & Chief Executive Officer and Senior Vice President & Chief Financial Officer, no changes in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the quarter ended June 30, 2009 were identified that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

Part II – Other Information

Item 4 – Submission of Matters to a Vote of Security Holders

The Company's Annual Meeting of Stockholders was held on May 8, 2009. The following members were elected to the Company's Board of Directors to hold office for the ensuing year:

Nominees	In Favor	Against	Abstained
W. F. Aldinger	441,861,385	5,619,907	705,968
M. D. Brailsford	435,075,899	12,406,696	704,436
S. Crown	440,474,041	6,836,171	876,818
D. H. Davis, Jr.	442,811,544	4,726,245	649,241
R. C. McCormack	439,942,713	7,327,101	917,216
R. S. Morrison	445,168,608	2,314,632	703,790
J. A. Skinner	441,726,405	5,742,163	718,462
H. B. Smith	443,017,342	4,614,786	554,902
D.B. Speer	436,141,972	11,387,953	657,103
P.B. Strobel	445,364,935	2,176,669	645,426

The stockholder proposal urging the Board of Directors to seek stockholder approval of any future extraordinary retirement benefits for senior executives was defeated with 120,168,204 votes in favor, 275,336,964 votes against, and 5,903,029 votes abstained. There were 46,779,063 broker non-votes with respect to this proposal.

The appointment of Deloitte & Touche LLP as the Company's independent public accountants was ratified with 444,280,892 votes in favor, 3,137,209 votes against, and 769,028 votes abstained.

Item 6 – Exhibits

Exhibit Index

Exhibit Number	Exhibit Description
3	By-laws of Illinois Tool Works Inc., as amended, May 8, 2009.
10	Severance, Release and Proprietary Interests Protection Agreement between Russell M. Flaum and Illinois Tool Works Inc. filed as Exhibit 10 to the Company's Form 8-K filed on June 19, 2009 (Commission File No. 1-4797) and incorporated herein by reference.
31	Rule 13a-14(a) Certification.
32	Section 1350 Certification.
101	The following materials from the Illinois Tool Works Inc. Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Statements of Income, (ii) the Condensed Consolidated Balance Sheets, (iii) the Condensed Consolidated Statement of Cash Flows and (iv) related notes tagged as blocks of text.*

* As provided in Rule 406T of Regulation S-T, this information is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, and is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and is otherwise not subject to liability under these sections.

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 thereunto duly authorized.

ILLINOIS TOOL WORKS INC.

Dated: August 7, 2009

By: /s/ Ronald D. Kropp
Ronald D. Kropp
Senior Vice President & Chief Financial Officer
(Principal Accounting & Financial Officer)

Exhibit 3

BY-LAWS
OF
ILLINOIS TOOL WORKS INC.
(amended and restated as of May 8, 2009)

ARTICLE I
Offices

SECTION 1. **Registered Office**. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

SECTION 2. **Other Offices**. The corporation may also have offices in Glenview, Illinois, and offices at such other places as the board of directors or officers may from time to time determine.

ARTICLE II
Stockholders

SECTION 1. **Annual Meeting**. The annual meeting of the stockholders shall be in the month of April or May of each year. The place, date and time of the meeting shall be fixed by the board of directors and stated in the notice of the meeting.

SECTION 2. **Special Meetings**. Special meetings of the stockholders may be called by the chairman, the president or by a majority of the board of directors.

SECTION 3. **Place of Meeting**. The board of directors may designate any place, either within or outside of Delaware, as the place of meeting for any meeting of the stockholders (annual or special) or may provide for a meeting by means of remote communication. In the absence of any such designation, the place of meeting shall be the principal place of business of the corporation.

SECTION 4. **Notice of Meetings**. Written or printed notice stating the place, if any, or the means of remote communication, if any, day and hour of the meeting shall be delivered either personally or by mail, or, with the consent of the stockholder, by electronic transmission, by or at the direction of the chairman or persons calling the meeting to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope addressed to the stockholder at his address as it appears on the records of the corporation, with postage thereon prepaid. If given by electronic transmission, such notice shall be deemed to be delivered on the day such notice is transmitted.

SECTION 5. **Voting of Shares by Certain Holders**. Shares of stock standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the by-laws of such corporation may prescribe, or, in the absence of such provision, as the board of directors of such corporation may determine.

Shares of stock standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Persons holding stock in a fiduciary capacity shall be entitled to vote the shares so held. Persons whose stock is pledged shall be entitled to vote, unless in the transfer by the pledgor on the books of the corporation he has expressly empowered the pledgee to vote thereon, in which case only the pledgee, or his proxy, may represent such stock and vote thereon.

Shares of stock standing in the name of a receiver may be voted by such receiver, and shares of stock held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

SECTION 6. **Fixing of Record Date**. Unless any statute requires otherwise, for the purpose of determining (a) stockholders entitled to notice of or to vote at any meeting of stockholders, or (b) stockholders entitled to receive payment of any dividend, or (c) stockholders, with respect to any lawful action, the board of directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty days and, in case of a meeting of stockholders, not less than ten days and, in the case of a merger, consolidation, sale, lease or exchange of assets, not less than twenty days. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

SECTION 7. **Quorum**. The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute, by the Certificate of Incorporation or by these by-laws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote, present in person or represented by proxy, shall have power to adjourn the meeting from time to time until a quorum shall be present or represented. No notice other than an announcement at the meeting need be given unless the adjournment is for more than thirty days or a new record date is to be fixed for the adjourned meeting. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation or of these by-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

SECTION 8. **Proxies**. At all meetings of stockholders, a stockholder may vote by proxy executed in writing or via electronic transmission by the stockholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. Proxies shall be valid only with respect to the meeting or meetings and any adjournment thereof, for which they are given.

SECTION 9. **Voting**. Each stockholder shall have one vote in person or by proxy for each share of stock having voting power registered in his name on the books of the corporation at the record date.

SECTION 10. **Notice of Stockholder Business and Nominations for Directors**.

(a) **Annual Meetings of Stockholders**.

(1) Nominations of persons for election to the board of directors of the corporation and the proposal of business to be considered by the stockholders at an annual meeting of stockholders may be made (i) pursuant to the corporation's notice of meeting, (ii) by or at the direction of the board of directors, or (iii) by any stockholder of the corporation who (x) is a stockholder of record at the time of giving notice provided for in this section 10 and at the time of the annual meeting of stockholders, (y) is entitled to vote at the meeting, and (z) complies with the notice procedures as to such business or nomination set forth in this section 10. Clause (iii) of this paragraph shall be the exclusive means for a stockholder to make nominations or submit other business (other than matters properly brought under Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and included in the corporation's notice of meeting) before an annual meeting of stockholders.

(2) For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a)(1) of this section 10, such other business must be a proper subject for stockholder action under Delaware corporation law, and the stockholder must have given timely notice of such nomination or other business in writing to the secretary of the corporation. To be timely, a stockholder's notice shall be delivered to the secretary at the principal executive offices of the corporation not earlier than the one hundred twentieth (120th) day and not later than the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than thirty (30) days before or more than sixty (60) days after such anniversary date, notice by the stockholder to be timely must be so delivered not earlier than the one hundred twentieth (120th) day prior to such annual meeting and not later than the later of the ninetieth (90th) day prior to such annual meeting and the tenth (10th) day following the date on which public announcement of the date of such meeting is first made by the corporation. In no event shall the public announcement of an adjournment of an annual meeting commence a new time period for the giving of a stockholder's notice as described above.

To be in proper form, a stockholder's notice to the secretary must set forth:

(i) the following as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or business proposal is made:

(a) the name and address of such stockholder, as it appears on the corporation's books, and of the beneficial owner, if any;

(b) the class and number of shares of capital stock of the corporation that are owned beneficially and of record by such stockholder and beneficial owner, if any, as of the date of such notice (which information shall be supplemented by such stockholder and beneficial owner, if any, not later than ten (10) days after the record date for the meeting to disclose such ownership as of the record date);

(c) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of such notice by, or on behalf of, the stockholder or beneficial owner, if any, or any of their affiliates or associates, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the stockholder or beneficial owner, if any, or any of their affiliates or associates with respect to shares of stock of the corporation, and a representation that the stockholder or beneficial owner, if any, will notify the corporation in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed; and

(d) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder;

(ii) the following if the notice relates to any business other than the nomination of a director that the stockholder proposes to bring before the meeting:

(a) a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest of such stockholder or beneficial owner, if any, in such business; and

(b) a description of all agreements, arrangements and understandings between such stockholder and beneficial owner, if any, and any other person or persons (including their names) in connection with the proposal of such business by such stockholder; and

(iii) the following as to each person whom the stockholder and beneficial owner, if any, proposes to nominate for election or re-election as a director:

(a) the name, age, and business and residential addresses of such person;

(b) the principal occupation or employment of such person;

(c) the number of shares of capital stock of the corporation beneficially owned by such person;

(d) a statement that such person is willing to be named in the proxy statement as a nominee and to serve as a director if elected;

(e) a statement as to whether such person, if elected, intends to comply with the procedures established by the Corporate Governance and Nominating Committee regarding the tender of resignations to the board of directors to address majority voting;

(f) such other information regarding such person that would be required to be included under the proxy solicitation rules of the U.S. Securities and Exchange Commission had the board of directors nominated such nominee; and

(g) an undertaking to provide such other information as the corporation may reasonably require to determine the eligibility of such person to serve as an independent director of the corporation or that could be material to a reasonable stockholder's understanding of the independence, or lack thereof, of such person.

(b) **Special Meetings of Stockholders**. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting of stockholders pursuant to the corporation's notice of meeting. Nominations of persons for election to the board of directors may be made at a special meeting of stockholders only if directors are to be elected at such meeting pursuant to the corporation's notice of meeting. To be properly brought before a special meeting, nominations of persons for election to the board of directors must be (a) made by or at the direction of the board of directors or (b) provided that the board of directors has determined that directors shall be elected at such meeting, made by any stockholder of the corporation who (x) is a stockholder of record at the time of giving of notice provided for in this section 10 and at the time of the special meeting, (y) is entitled to vote at the meeting, and (z) complies with the notice procedures set forth in this section 10. Clause (b) of this paragraph shall be the exclusive means for a stockholder to make nominations for director before a special meeting of stockholders.

For nominations to be properly brought before a special meeting by a stockholder pursuant to clause (b) of the preceding paragraph, the stockholder must have given timely notice of the nomination to the secretary of the corporation in the form required by paragraph (a)(2) of this section 10. To be timely, a stockholder's notice shall be delivered to the secretary at the principal executive offices of the corporation not earlier than the one hundred twentieth (120th) day prior to such special meeting and not later than the later of the ninetieth (90th) day prior to such special meeting and the tenth (10th) day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder's notice as described above.

(c) **General**.

(1) Only such persons who are nominated in accordance with the procedures set forth in this section 10 shall be eligible to be elected as directors at a meeting of stockholders, and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this section 10. Except as otherwise provided by law, the Certificate of Incorporation or these by-laws, the chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with the procedures set forth in this section 10 and, if any proposed nomination or business is not in compliance with this section 10, to declare that such proposal shall be disregarded. Nothing in this section 10 shall preclude the board of directors or the Corporate Governance and Nominating Committee either from making nominations for the election of directors or from excluding the person nominated by a stockholder from the slate of directors presented to the meeting.

(2) For purposes of this section 10, "public announcement" shall mean disclosure in a press release reported by the PR Newswire or comparable national news service or in a document publicly filed by the corporation with the U.S. Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act and the rules and regulations promulgated thereunder.

(3) Nothing in this section 10 shall be deemed to affect any rights of (i) stockholders to request inclusion of proposals in the corporation's proxy statement pursuant to Rule 14a-8 under the Exchange Act or (ii) the holders of any series of preferred stock if and to the extent provided for under law, the Certificate of Incorporation or these by-laws.

SECTION 11. **Election of Directors**. Except as provided in article III, section 8 of these by-laws, each director shall be elected by the vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present; provided, however, that directors shall be elected by a plurality of the votes cast at any meeting of stockholders for which (i) the secretary of the corporation receives a notice that a stockholder has nominated a person for election to the board of directors in compliance with the advance notice requirements for stockholder nominees for director set forth in article II, section 10 of these by-laws and (ii) such nomination has not been withdrawn by such stockholder as of a date that is ten days in advance of the date the corporation files its definitive proxy statement with the U.S. Securities and Exchange Commission (regardless of whether or not thereafter revised or supplemented). For purposes of this section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director. The Corporate Governance and Nominating Committee has established procedures regarding the tender of resignations to the board of directors to address majority voting.

ARTICLE III
Directors

SECTION 1. **General Powers**. The business and affairs of the corporation shall be managed by or under the direction of its board of directors.

SECTION 2. **Number, Tenure and Qualifications**. The number of directors of the corporation is established at ten. 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.

SECTION 3. **Regular Meeting**. A regular meeting of the board of directors shall be held without other notice than this by-law, on the date of, and at the same place as, the annual meeting of stockholders. The board of directors may provide, by resolution, the time and place, either within or outside of Delaware, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. **Special Meetings**. Special meetings of the board of directors may be called by or at the request of the chairman or any two directors. The person or persons authorized to call special meetings of the board of directors may fix any place, either within or outside of Delaware, as the place for holding any special meeting of the board of directors called by them.

SECTION 5. **Notice**. Notice of any special meeting shall be given at least two days prior thereto by notice delivered personally, by mail, e-mail, facsimile or other electronic communication to each director at his business address or at such other address as he shall have previously requested in writing. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by e-mail, facsimile or other electronic transmission, such notice shall be deemed to be delivered on the day such notice is transmitted. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting, unless otherwise required by law.

SECTION 6. **Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors unless a greater number is required by the Certificate of Incorporation or these by-laws.

SECTION 7. **Interested Directors**. Except as may otherwise be provided in the Certificate of Incorporation, no contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the vote of the stockholders; or

(c) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the board of directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which authorizes the contract or transaction.

SECTION 8. **Vacancies**. If vacancies occur in the board of directors caused by death, resignation, retirement, disqualification or removal from office of any director or directors or otherwise, or if any new directorship is created by any increase in the authorized number of directors, a majority of the directors then in office, though less than a quorum, may choose a successor or successors, or fill the newly created directorship and the directors so chosen shall hold office until the next annual election of directors and until their successors shall be duly elected and qualified, unless sooner displaced.

SECTION 9. **Committees**. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation.

(a) The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member, at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or the Certificate of Incorporation expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

(b) **Executive Committee**. The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute an Executive Committee and one or more directors as alternates thereof. Subject to the limitations provided in these by-laws and such further limitation as might be required by law or by the Certificate of Incorporation or by further resolution of the board of directors, the Executive Committee may, during intervals between meetings of the board of directors, exercise the powers of the board of directors in the management of the business and affairs of the corporation (including the corporation's dealings with its foreign subsidiaries, affiliates, and licensees) and may authorize the seal of the corporation to be affixed to all papers which may require it. The Executive Committee shall not be empowered to take action with respect to: issuing bonds, debentures; increasing or reducing the capital of the corporation; authorizing commitments and expenditures in excess of the total amount or amounts provided in the capital budgets approved or otherwise authorized by the board of directors; borrowing of monies, except within limits expressly approved by the board of directors; electing officers; fixing the compensation of officers; establishment of stock option plans, profit sharing or similar types of compensation plans, filling vacancies or newly created directorships on the board of directors; removing officers or directors of the corporation; dissolution, or any other action specifically reserved to the board of directors including all matters requiring the approval of stockholders. The Executive Committee may also from time to time formulate and recommend to the board for approval general policies regarding management of the business and affairs of the corporation. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the board of directors or any member thereof of any responsibility imposed upon it or him by operation of law. The secretary of the corporation (or in his absence a person designated by the Executive Committee) shall act as secretary at all meetings of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Committee, provided that in the absence or disqualification of any member of the Executive Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Regular meetings of the Executive Committee may be held without notice at such times and at such places as shall be fixed by resolution adopted by a majority of the Executive Committee. Special meetings may be called by any member of the Executive Committee on twenty-four hours' prior written or electronic notice.

(c) **Compensation Committee**. The board of directors shall appoint a Compensation Committee. The composition and duties of such committee shall be as set forth in the Compensation Committee Charter.

(d) **Audit Committee**. The board of directors shall appoint an Audit Committee. The composition and duties of such committee shall be as set forth in the Audit Committee Charter.

(e) **Corporate Governance and Nominating Committee**. The board of directors shall appoint a Corporate Governance and Nominating Committee. The composition and duties of such committee shall be as set forth in the Corporate Governance and Nominating Committee Charter.

(f) **Finance Committee**. The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a Finance Committee and one or more directors as alternate members thereof. The duties and responsibilities of the Finance Committee shall be to review, upon the request of the chairman or the president, management's proposals with respect to: the corporation's debt and equity financing; recommendations to the board with respect to dividend policy and payments; acquisitions and divestitures exceeding the standing authority management has by virtue of the resolution dated December 8, 2006, or its successors; recommendations to the board concerning the corporation's investment portfolio; the corporation's real estate investments; and other financing and investment matters. In addition, the Finance Committee shall oversee the investment of all funds identified with the U.S. pension and welfare benefit plans including "Rabbi trusts" associated with deferred compensation plans and monitor the governance and risks associated with non-U.S. employee benefit plans. In fulfilling its pension and benefits responsibilities, the Finance Committee may form and delegate authority or specific assignments to subcommittees, whose members may be Company employees or otherwise.

SECTION 10. **Consent in Lieu of Meeting**. Unless otherwise restricted by the Certificate of Incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting if all members of the board or committee thereof, as the case may be, consent thereto in writing or electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the board or committee.

SECTION 11. Compensation. Directors who are also full-time employees of the corporation shall not receive any compensation for their services as directors but they may be reimbursed for reasonable expenses of attendance. By resolution of the board of directors, all other directors may receive compensation for their services together with reimbursement of expenses of attendance, if any, at each regular or special meeting of the board of directors or any committee of the board of directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 12. Meeting by Conference Telephone. Unless otherwise restricted by the Certificate of Incorporation, members of the board of directors or any committee thereof may participate in a meeting of such board or committee by means of conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant hereto shall constitute presence in person at such meeting. Unless otherwise required by law, no notice shall be required if a quorum of the board or any committee is participating.

ARTICLE IV
Officers

SECTION 1. Number. The officers of the corporation may include a chairman, one or more vice chairmen, president, one or several executive vice presidents or one or several vice presidents (the number thereof to be determined by the board of directors), one or several of the vice presidents may be designated "senior vice president" by the board of directors and one of whom may be elected as chief financial officer of the corporation, a treasurer, a controller, a secretary, and other such officers as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the meeting of the board of directors that is held on the date of the annual meeting of stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled, and new offices may be created and filled, at any time by the board of directors.

SECTION 5. Chairman. The chairman shall be the chief executive officer of the corporation and shall have general supervision over all of the affairs of the corporation and shall determine and administer the policies of the corporation as established by the board of directors or by the Executive Committee. The chairman shall: (i) provide leadership to the board in reviewing and advising upon matters which exert major influence on the manner in which the corporation's business is conducted; (ii) preside at all meetings of the stockholders and of the board of directors; (iii) in the absence of the chairman of the Executive Committee, preside at all meetings of the Executive Committee; and (iv) perform such other duties as may be conferred by law or assigned by the board of directors. The chairman may sign, with the secretary or other proper officer of the corporation thereunto authorized by the board of directors, stock certificates of the corporation, any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing or execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The chairman may also execute proxies on behalf of the corporation with respect to the voting of any shares of stock owned by the corporation; have the power to appoint agents or employees as in the chairman's judgment may be necessary or appropriate for the transaction of the business of the corporation; and in general shall perform all duties incident to the office of chairman and not inconsistent with these by-laws.

SECTION 6. Vice Chairman. The vice chairman or vice chairmen, if more than one, shall assist the chairman in supervising the affairs of the corporation, with special responsibility for integrating acquired businesses into the corporation. In the absence of the chairman and lead director, the vice chairman shall preside at all meetings of the stockholders and the board of directors. In the event of the absence or disability of the chairman, the vice chairman shall assume all of the duties and responsibilities of that office. In the event there is more than one vice chairman, then the first elected vice chairman shall assume all the duties and responsibilities of the office of the chairman. The vice chairman may sign any deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing is required to be by some other officer or agent of the corporation. The vice chairman shall perform such other duties not inconsistent with these by-laws as may be designated by the chairman or the board of directors.

SECTION 7. President. The president (if elected by the board of directors) shall undertake and faithfully discharge such duties as assigned by the chairman and shall administer the policies of the corporation as established by the board of directors or by the Executive Committee. The president may sign, with the secretary or other proper officer of the corporation authorized by the board, stock certificates of the corporation, any deeds, mortgages, bonds, contracts or other instruments except in cases where the signing or execution thereof shall be expressly delegated by the board or by these by-laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. The president may also execute proxies on behalf of the corporation with respect to the voting of any shares of stock owned by the corporation. The president shall have the power to appoint agents or employees as in his judgment may be necessary or appropriate for the transaction of the business of the corporation and in general shall perform all duties incident to the office of president, and such other duties not inconsistent with these by-laws as may be prescribed by the chairman or the board.

SECTION 8. Executive Vice President(s). The executive vice president or executive vice presidents (if elected by the board of directors) shall perform such duties not inconsistent with these by-laws as may be assigned to him or them by the chairman or the board of directors. In the event of absence or disability of the chairman, and vice chairman and chairman of the Executive Committee, the executive vice president (or in the event there be more than one, the executive vice president determined in the order of election) shall assume all the duties and responsibilities of the office of the chairman.

SECTION 9. Chief Financial Officer. The chief financial officer (if elected by the board of directors) shall have general supervision over the financial affairs of the corporation.

SECTION 10. The Vice President(s). The board of directors may designate any vice president as a senior vice president. In the event of absence or disability of the chairman and vice chairman, the chairman of the Executive Committee and all executive vice presidents, the senior vice president(s) or the vice president(s) in the order of election, shall assume all the duties and responsibilities of the office of the chairman. Any senior vice president or any vice president may sign, with the secretary or an assistant secretary, stock certificates of the corporation; and shall perform such other duties as from time to time may be assigned to him by the chairman or by the board of directors. In general, the vice president (or vice presidents, including the senior vice president or senior vice presidents) shall perform such duties not inconsistent with these by-laws as may be assigned to him or them by the chairman, the executive vice presidents or by the board of directors.

SECTION 11. The Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of article VI of these by-laws; (b) in general perform all duties incident to the office of treasurer and such other duties not inconsistent with these by-laws as from time to time may be assigned to him by the board of directors, or by the chairman, or any vice president designated for such purpose by the chairman.

SECTION 12. The Secretary. The secretary shall: (a) keep the minutes of the stockholders' and the board of directors' meetings in one or more books provided for that purpose; (b) see that all notices of the corporation are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and shall affix the same to such documents and other papers as the board of directors or the chairman shall authorize and direct; (d) have charge of the stock certificate books, transfer books and stock ledgers and such other books and papers as the board of directors or the chairman shall direct; (e) keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder; (f) sign with a vice president, or the chairman, stock certificates of the corporation, the issue of which shall have been authorized by resolution of the board of directors; (g) have general charge of the stock transfer books of the corporation; (h) act as secretary at all meetings of the Executive Committee; and (i) in general perform all duties incident to the office of secretary. The secretary shall also have such other powers and shall perform such other duties not inconsistent with these by-laws as may from time to time be assigned by these by-laws or the chairman or the board of directors.

SECTION 13. The Controller(s). The controller or controllers shall provide guidance and evaluation with respect to the corporation's accounting and related functions, control and procedures systems, budget programs, and coordinate same on a divisional and overall corporate level. The controller or controllers shall report to such officer or officers of the corporation and perform such other duties not inconsistent with these by-laws, incident to the office of controller, as may be prescribed from time to time by the chairman, chief financial officer, or by the board of directors.

SECTION 14. Assistant Treasurers and Assistant Secretaries. The chairman may appoint one or more assistant treasurers and one or more assistant secretaries who shall serve as such until removed by the chairman or the board of directors. The assistant treasurers may be required to give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors or chairman shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties not inconsistent with these by-laws as may be assigned to them by the treasurer or the secretary, respectively, or by the board of directors or the chairman, but shall not be considered to be officers of the corporation solely by reason of such appointments or titles.

SECTION 15. Appointive Presidents and Vice Presidents. The chairman may from time to time designate employees of the corporation who are managing one or several groups, divisions, or other operations of the corporation as "president", "vice president", or similar title, which employees shall not be considered to be officers of the corporation solely by reason of such appointments or titles.

SECTION 16. Salaries. The salaries of the officers shall be fixed from time to time by the board of directors on an annual basis and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V
Indemnification of Officers, Directors and Employees

SECTION 1. Non-Derivative Actions and Criminal Prosecutions. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), the corporation shall indemnify any director, officer or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, trustee, fiduciary or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, fiduciary or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the corporation, against expenses (including attorneys' fees), judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Derivative Actions. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), the corporation shall indemnify any director, officer or employee who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, trustee, fiduciary or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, fiduciary or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3. Right to Indemnification. To the extent that a director, officer or employee of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2 of this article, or in defense of any claim, issue or matter therein, he shall be indemnified by the corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

SECTION 4. Where No Adjudication. Any indemnification under sections 1 and 2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in said sections 1 and 2. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel (compensated by the corporation) in a written opinion, or (iii) by the stockholders.

SECTION 5. Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this article.

SECTION 6. **Non-exclusive**. The indemnification and advancement of expenses provided by this article shall not be deemed exclusive of any other rights to which a director, officer or employee seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

SECTION 7. **Insurance**. The corporation may purchase and maintain insurance on behalf of any director, officer or employee who is or was a director, officer, employee, trustee, fiduciary or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, fiduciary or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article or applicable law.

SECTION 8. **Contractual Nature**. The duties of the corporation to indemnify and to advance expenses to a director, officer or employee shall be in the nature of a contract between the corporation and each such person, which contractual rights vest at the time of such person's service to or at the request of the corporation. Such indemnification and advancement rights cannot be terminated by the corporation, board of directors or the stockholders of the corporation with respect to a person's service prior to the date of such termination. The indemnification and advancement of expenses provided by this article shall continue as to a director, officer or employee who has ceased to be a director, officer, employee, trustee, fiduciary or agent and shall inure to the benefit of the heirs, executors and administrators of such person. No amendment or repeal of any provisions of this article shall alter, to the detriment of such person, the right of such person to the advancement of expenses or indemnification related to a claim, whether brought or threatened before or after such amendment or repeal, based on an act or failure to act that took place prior to such amendment or repeal. Each director, officer or employee who shall act as a director, officer, employee, trustee, fiduciary or agent of the corporation shall be deemed to be doing so in reliance upon the rights provided by this article.

ARTICLE VI
Contracts, Loans, Checks and Deposits

SECTION 1. **Contracts**. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of any on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. **Loans**. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

SECTION 3. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

SECTION 4. **Deposits**. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board of directors may select.

ARTICLE VII
Stock Certificates

SECTION 1. **Stock Certificates**. The shares of capital stock of the corporation may be certificated or uncertificated or a combination thereof. A resolution approved by a majority of the board of directors may provide that some or all of any or all classes or series of the capital stock of the corporation will be uncertificated shares. Any certificates representing shares of stock of the corporation shall be in such form as may be determined by the board of directors, shall be numbered and shall be entered in the books of the corporation as they are issued. They shall exhibit the holder's name and number of shares and shall be signed by the chairman, the chairman of the Executive Committee, or a vice president and the treasurer or an assistant treasurer or the secretary or an assistant secretary, and shall be sealed with the seal of the corporation. If a stock certificate is countersigned (a) by a transfer agent other than the corporation or its employee, or (b) by a registrar other than the corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

SECTION 2. **Lost Certificates**. The board of directors may from time to time make such provision as it deems appropriate for the replacement of lost, stolen or destroyed stock certificates, including the requirement to furnish an affidavit and an indemnity.

SECTION 3. **Transfers of Stock**. Transfers of shares of capital stock of the corporation shall be made by the corporation or the transfer agent of the corporation after receipt of a request from the record holder of such capital stock, or from an attorney lawfully constituted in writing, with proper evidence of succession, assignment or authority to transfer and, in the case of stock represented by a certificate, upon surrender of the certificate duly endorsed or accompanied by proper evidence of succession, assignment of authority to transfer. The person in whose name shares of stock stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

SECTION 4. **Transfer Agents and Registrars**. The board of directors may appoint one or more transfer agents and registrars and may thereafter require all stock certificates to bear the signature of a transfer agent and registrar.

SECTION 5. **Rules of Transfer**. The board of directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of shares of stock of the corporation.

ARTICLE VIII
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year and end on the thirty-first of December in each year.

ARTICLE IX
Dividends

The board of directors may from time to time, declare, and the corporation may pay, dividends on its outstanding shares of stock in the manner and upon the terms and conditions provided by law and its Certificate of Incorporation.

ARTICLE X
Seal

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware".

ARTICLE XI
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the Certificate of Incorporation or under the provisions of the General Corporation Law of Delaware, waiver thereof in writing or electronic transmission, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of any person at a meeting for which any notice whatever is required to be given under the provisions of these by-laws, the Certificate of Incorporation or the General Corporation Law of Delaware shall constitute a waiver of notice of such meeting, except when the person attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Exhibit 31

Rule 13a-14(a) Certification

I, David B. Speer, certify that:

1. I have reviewed this report on Form 10-Q of Illinois Tool Works Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 7, 2009

/s/ David B. Speer
David B. Speer
Chairman & Chief Executive Officer

Exhibit 31

Rule 13a-14(a) Certification

I, Ronald D. Kropp, certify that:

1. I have reviewed this report on Form 10-Q of Illinois Tool Works Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of the annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 7, 2009

/s/ Ronald D. Kropp
Ronald D. Kropp
Senior Vice President & Chief Financial Officer

Exhibit 32

Section 1350 Certification

The following statement is being made to the Securities and Exchange Commission solely for purposes of Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), which carries with it certain criminal penalties in the event of a knowing or willful misrepresentation.

Each of the undersigned hereby certifies that the Quarterly Report on Form 10-Q for the period ended June 30, 2009 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

Dated: August 7, 2009

/s/ David B. Speer
David B. Speer
Chairman & Chief Executive Officer

Dated: August 7, 2009

/s/ Ronald D. Kropp
Ronald D. Kropp
Senior Vice President & Chief Financial Officer