

ILLINOIS TOOL WORKS INC
Form 4
August 23, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTHERLAND ALLAN C

2. Issuer Name and Ticker or Trading Symbol
ILLINOIS TOOL WORKS INC [ITW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP Taxes & Investments

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

GLENVIEW, IL 60026

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					3,159	I	See Footnote (1)
Common Stock					500	I	See Footnote (2)
Common Stock	08/22/2007		M		14,000	A	\$ 31.125 62,400
Common Stock	08/22/2007		S		14,000	D	\$ 55.03 48,400

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Common Stock	08/22/2007	M	400	A	\$ 32.75	48,800	D
Common Stock	08/22/2007	S	400	D	\$ 55.35	48,400	D
Common Stock	08/22/2007	M	100	A	\$ 32.75	48,500	D
Common Stock	08/22/2007	S	100	D	\$ 55.41	48,400	D
Common Stock	08/22/2007	M	400	A	\$ 32.75	48,800	D
Common Stock	08/22/2007	S	400	D	\$ 55.38	48,400	D
Common Stock	08/22/2007	M	5,600	A	\$ 32.75	54,000	D
Common Stock	08/22/2007	S	5,600	D	\$ 55.23	48,400	D
Common Stock	08/22/2007	M	200	A	\$ 32.75	48,600	D
Common Stock	08/22/2007	S	200	D	\$ 55.25	48,400	D
Common Stock	08/22/2007	M	300	A	\$ 32.75	48,700	D
Common Stock	08/22/2007	S	300	D	\$ 55.24	48,400	D
Common Stock	08/22/2007	M	400	A	\$ 32.75	48,800	D
Common Stock	08/22/2007	S	400	D	\$ 55.3	48,400	D
Common Stock	08/22/2007	M	300	A	\$ 32.75	48,700	D
Common Stock	08/22/2007	S	300	D	\$ 55.33	48,400	D
Common Stock	08/22/2007	M	300	A	\$ 32.75	48,700	D
Common Stock	08/22/2007	S	300	D	\$ 55.36	48,400	D
Common Stock	08/22/2007	M	1,000	A	\$ 32.75	49,400	D
Common Stock	08/22/2007	S	1,000	D	\$ 55.4	48,400	D
	08/22/2007	M	200	A	\$ 32.75	48,600	D

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Common Stock								
Common Stock	08/22/2007		S	200	D	\$ 55.37	48,400	D
Common Stock	08/22/2007		M	400	A	\$ 32.75	48,800	D
Common Stock	08/22/2007		S	400	D	\$ 55.62	48,400	D
Common Stock	08/22/2007		M	300	A	\$ 32.75	48,700	D
Common Stock	08/22/2007		S	300	D	\$ 55.61	48,400	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 31.125	08/22/2007		M	14,000	12/17/2002	12/17/2011	Common Stock	14,000
Employee Stock Option ⁽³⁾	\$ 47.13					12/10/2005	12/10/2014	Common Stock	70,000
Employee Stock Option ⁽⁴⁾	\$ 42.08					12/07/2006	02/01/2016	Common Stock	70,000
Employee Stock Option ⁽³⁾	\$ 51.6					02/09/2008	02/09/2017	Common Stock	70,000
	\$ 32.75	08/22/2007		M	400	12/17/2000	12/17/2009		50,000

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Employee Stock Option								Common Stock	
Employee Stock Option	\$ 32.75	08/22/2007	M	100	12/17/2000	12/17/2009	Common Stock	49,600	
Employee Stock Option	\$ 32.75	08/22/2007	M	400	12/17/2000	12/17/2009	Common Stock	49,500	
Employee Stock Option	\$ 32.75	08/22/2007	M	5,600	12/17/2000	12/17/2009	Common Stock	49,100	
Employee Stock Option	\$ 32.75	08/22/2007	M	200	12/17/2000	12/17/2009	Common Stock	43,500	
Employee Stock Option	\$ 32.75	08/22/2007	M	300	12/17/2000	12/17/2009	Common Stock	43,300	
Employee Stock Option	\$ 32.75	08/22/2007	M	400	12/17/2000	12/17/2009	Common Stock	43,000	
Employee Stock Option	\$ 32.75	08/22/2007	M	300	12/17/2000	12/17/2009	Common Stock	42,600	
Employee Stock Option	\$ 32.75	08/22/2007	M	300	12/17/2000	12/17/2009	Common Stock	42,300	
Employee Stock Option	\$ 32.75	08/22/2007	M	1,000	12/17/2000	12/17/2009	Common Stock	42,000	
Employee Stock Option	\$ 32.75	08/22/2007	M	200	12/17/2000	12/17/2009	Common Stock	41,000	
Employee Stock Option	\$ 32.75	08/22/2007	M	400	12/17/2000	12/17/2009	Common Stock	40,800	
Employee Stock Option	\$ 32.75	08/22/2007	M	300	12/17/2000	12/17/2009	Common Stock	40,400	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

SUTHERLAND ALLAN C
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Sr VP Taxes & Investments

Signatures

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

08/23/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 3,159 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 30, 2007.
- (2) Includes 500 shares held by me as custodian for my minor child under Illinois UGMCA.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Options vest in four (4) equal annual installments beginning in each December following the grant date.

Remarks:

The number of transactions requires the filing of three Form 4s. This Form 4 is 1 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.