

ILLINOIS TOOL WORKS INC
 Form 4
 February 04, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
SPEER DAVID B

(Last) (First) (Middle)

**ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE**

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
01/31/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

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 (A) or Price (D)		
Common Stock	01/31/2008		M		60,000 A \$ 29.125	117,007	D
Common Stock	01/31/2008		S		200 D \$ 49.94	116,807	D
Common Stock	01/31/2008		S		100 D \$ 49.95	116,707	D
Common Stock	01/31/2008		S		200 D \$ 49.97	116,507	D
Common Stock	01/31/2008		S		200 D \$ 49.99	116,307	D

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Common Stock	01/31/2008	S	300	D	\$ 50	116,007	D
Common Stock	01/31/2008	S	100	D	\$ 50.01	115,907	D
Common Stock	01/31/2008	S	200	D	\$ 50.04	115,707	D
Common Stock	01/31/2008	S	300	D	\$ 50.05	115,407	D
Common Stock	01/31/2008	S	500	D	\$ 50.06	114,907	D
Common Stock	01/31/2008	S	900	D	\$ 50.07	114,007	D
Common Stock	01/31/2008	S	600	D	\$ 50.08	113,407	D
Common Stock	01/31/2008	S	200	D	\$ 50.09	113,207	D
Common Stock	01/31/2008	S	1,100	D	\$ 50.1	112,107	D
Common Stock	01/31/2008	S	600	D	\$ 50.12	111,507	D
Common Stock	01/31/2008	S	600	D	\$ 50.13	110,907	D
Common Stock	01/31/2008	S	100	D	\$ 50.14	110,807	D
Common Stock	01/31/2008	S	100	D	\$ 50.15	110,707	D
Common Stock	01/31/2008	S	200	D	\$ 50.16	110,507	D
Common Stock	01/31/2008	S	1,000	D	\$ 50.17	109,507	D
Common Stock	01/31/2008	S	400	D	\$ 50.18	109,107	D
Common Stock	01/31/2008	S	500	D	\$ 50.19	108,607	D
Common Stock	01/31/2008	S	1,100	D	\$ 50.2	107,507	D
Common Stock	01/31/2008	S	300	D	\$ 50.21	107,207	D
Common Stock	01/31/2008	S	400	D	\$ 50.23	106,807	D
	01/31/2008	S	100	D	\$ 50.24	106,707	D

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Common Stock							
Common Stock	01/31/2008		S	100	D	\$ 50.25	106,607 D
Common Stock	01/31/2008		S	200	D	\$ 50.26	106,407 D
Common Stock	01/31/2008		S	200	D	\$ 50.27	106,207 D
Common Stock	01/31/2008		S	200	D	\$ 50.28	106,007 D

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

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SEC 1474
(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 Number Shares
Employee Stock Option	\$ 29.125	01/31/2008		M	60,000	12/11/1999	12/11/2008	Common Stock	60,000
Employee Stock Option	\$ 32.75					12/17/2000	12/17/2009	Common Stock	60,000
Employee Stock Option	\$ 27.9375					12/15/2001	12/15/2010	Common Stock	150,000
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	120,000
Employee Stock Option ⁽¹⁾	\$ 47.13					12/10/2005	12/10/2014	Common Stock	300,000
	\$ 42.08					12/07/2006	02/01/2016		400,000

Employee
Stock
Option ⁽²⁾

Common
Stock

Employee
Stock \$ 51.6
Option ⁽¹⁾

02/09/2008 02/09/2017

Common
Stock 400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026	X		Chairman & CEO	

Signatures

David B. Speer by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

02/04/2008

__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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) 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 four Form 4s. This Form 4 is 1 of 4.

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.