

ILLINOIS TOOL WORKS INC
 Form 4
 February 04, 2008

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 *
 SPEER DAVID B

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)
 01/31/2008

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 01/31/2008 | | S | | 500 | D | \$ 50.29 105,507 D |
| Common Stock | 01/31/2008 | | S | | 200 | D | \$ 50.32 105,307 D |
| Common Stock | 01/31/2008 | | S | | 400 | D | \$ 50.33 104,907 D |
| Common Stock | 01/31/2008 | | S | | 300 | D | \$ 50.34 104,607 D |
| Common Stock | 01/31/2008 | | S | | 100 | D | \$ 50.35 104,507 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 01/31/2008 | S | 400 | D | \$ 50.36 | 104,107 | D |
| Common Stock | 01/31/2008 | S | 100 | D | \$ 50.37 | 104,007 | D |
| Common Stock | 01/31/2008 | S | 700 | D | \$ 50.38 | 103,307 | D |
| Common Stock | 01/31/2008 | S | 200 | D | \$ 50.39 | 103,107 | D |
| Common Stock | 01/31/2008 | S | 100 | D | \$ 50.4 | 103,007 | D |
| Common Stock | 01/31/2008 | S | 900 | D | \$ 50.41 | 102,107 | D |
| Common Stock | 01/31/2008 | S | 1,100 | D | \$ 50.42 | 101,007 | D |
| Common Stock | 01/31/2008 | S | 100 | D | \$ 50.43 | 100,907 | D |
| Common Stock | 01/31/2008 | S | 200 | D | \$ 50.44 | 100,707 | D |
| Common Stock | 01/31/2008 | S | 400 | D | \$ 50.45 | 100,307 | D |
| Common Stock | 01/31/2008 | S | 100 | D | \$ 50.46 | 100,207 | D |
| Common Stock | 01/31/2008 | S | 300 | D | \$ 50.47 | 99,907 | D |
| Common Stock | 01/31/2008 | S | 100 | D | \$ 50.49 | 99,807 | D |
| Common Stock | 01/31/2008 | S | 200 | D | \$ 50.5 | 99,607 | D |
| Common Stock | 01/31/2008 | S | 300 | D | \$ 50.51 | 99,307 | D |
| Common Stock | 01/31/2008 | S | 400 | D | \$ 50.52 | 98,907 | D |
| Common Stock | 01/31/2008 | S | 200 | D | \$ 50.53 | 98,707 | D |
| Common Stock | 01/31/2008 | S | 300 | D | \$ 50.54 | 98,407 | D |
| Common Stock | 01/31/2008 | S | 500 | D | \$ 50.55 | 97,907 | D |
| Common Stock | 01/31/2008 | S | 500 | D | \$ 50.56 | 97,407 | D |
| | 01/31/2008 | S | 900 | D | | 96,507 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-----|---|----------|--------|---|
| Common Stock | | | | | | \$ 50.57 | | |
| Common Stock | 01/31/2008 | | S | 100 | D | \$ 50.58 | 96,407 | D |
| Common Stock | 01/31/2008 | | S | 400 | D | \$ 50.59 | 96,007 | D |
| Common Stock | 01/31/2008 | | S | 200 | D | \$ 50.6 | 95,807 | D |
| Common Stock | 01/31/2008 | | S | 600 | D | \$ 50.61 | 95,207 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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 |
| Employee Stock | \$ 42.08 | | | | | 12/07/2006 02/01/2016 | Common Stock | 400,000 |

Option ⁽²⁾

Employee

Stock \$ 51.6

02/09/2008 02/09/2017 Common Stock 400,000

Option ⁽¹⁾

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 2 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.