

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
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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.

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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.