

ILLINOIS TOOL WORKS INC
Form 4
August 23, 2007

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 *
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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/22/2007		M		8,200	A	\$ 32.75 56,600 D
Common Stock	08/22/2007		S		8,200	D	\$ 55.6 48,400 D
Common Stock	08/22/2007		M		3,408	A	\$ 32.75 51,888 D
Common Stock	08/22/2007		S		3,408	D	\$ 55.59 48,400 D
Common Stock	08/22/2007		M		1,100	A	\$ 32.75 49,500 D

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Common Stock	08/22/2007	S	1,100	D	\$ 55.56	48,400	D
Common Stock	08/22/2007	M	500	A	\$ 32.75	48,900	D
Common Stock	08/22/2007	S	500	D	\$ 55.55	48,400	D
Common Stock	08/22/2007	M	100	A	\$ 32.75	48,500	D
Common Stock	08/22/2007	S	100	D	\$ 55.465	48,400	D
Common Stock	08/22/2007	M	800	A	\$ 32.75	49,200	D
Common Stock	08/22/2007	S	800	D	\$ 55.585	48,400	D
Common Stock	08/22/2007	M	1,500	A	\$ 32.75	49,900	D
Common Stock	08/22/2007	S	1,500	D	\$ 55.65	48,400	D
Common Stock	08/22/2007	M	6,542	A	\$ 32.75	54,942	D
Common Stock	08/22/2007	S	6,542	D	\$ 55.7	48,400	D
Common Stock	08/22/2007	M	500	A	\$ 32.75	48,900	D
Common Stock	08/22/2007	S	500	D	\$ 55.71	48,400	D
Common Stock	08/22/2007	M	3,000	A	\$ 32.75	51,400	D
Common Stock	08/22/2007	S	3,000	D	\$ 55.72	48,400	D
Common Stock	08/22/2007	M	100	A	\$ 32.75	48,500	D
Common Stock	08/22/2007	S	100	D	\$ 55.765	48,400	D
Common Stock	08/22/2007	M	1,600	A	\$ 32.75	50,000	D
Common Stock	08/22/2007	S	1,600	D	\$ 55.73	48,400	D
Common Stock	08/22/2007	M	1,300	A	\$ 32.75	49,700	D
	08/22/2007	S	1,300	D	\$ 55.63	48,400	D

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Common Stock							
Common Stock	08/22/2007		M	2,100	A	\$ 32.75	50,500 D
Common Stock	08/22/2007		S	2,100	D	\$ 55.58	48,400 D
Common Stock	08/22/2007		M	600	A	\$ 32.75	49,000 D
Common Stock	08/22/2007		S	600	D	\$ 55.69	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 (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	\$ 32.75	08/22/2007		M	8,200	12/17/2000	12/17/2009	Common Stock	40,100
Employee Stock Option	\$ 32.75	08/22/2007		M	3,408	12/17/2000	12/17/2009	Common Stock	31,900
Employee Stock Option	\$ 32.75	08/22/2007		M	1,100	12/17/2000	12/17/2009	Common Stock	28,492
Employee Stock Option	\$ 32.75	08/22/2007		M	500	02/17/2000	12/17/2009	Common Stock	27,392
Employee Stock	\$ 32.75	08/22/2007		M	100	12/17/2000	12/17/2009	Common Stock	26,892

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Option									
Employee Stock Option	\$ 32.75	08/22/2007	M	800	12/17/2000	12/17/2009	Common Stock	26,792	
Employee Stock Option	\$ 32.75	08/22/2007	M	1,500	12/17/2000	12/17/2009	Common Stock	25,992	
Employee Stock Option	\$ 32.75	08/22/2007	M	6,542	12/17/2000	12/17/2009	Common Stock	24,492	
Employee Stock Option	\$ 32.75	08/22/2007	M	500	12/17/2000	12/17/2009	Common Stock	17,950	
Employee Stock Option	\$ 32.75	08/22/2007	M	3,000	12/17/2000	12/17/2009	Common Stock	17,450	
Employee Stock Option	\$ 32.75	08/22/2007	M	100	12/17/2000	12/17/2009	Common Stock	14,450	
Employee Stock Option	\$ 32.75	08/22/2007	M	1,600	12/17/2000	12/17/2009	Common Stock	14,350	
Employee Stock Option	\$ 32.75	08/22/2007	M	1,300	12/17/2000	12/17/2009	Common Stock	12,750	
Employee Stock Option	\$ 32.75	08/22/2007	M	2,100	12/17/2000	12/17/2009	Common Stock	11,450	
Employee Stock Option	\$ 32.75	08/22/2007	M	600	12/17/2000	12/17/2009	Common Stock	9,350	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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).

Remarks:

The number of transactions requires the filing of three Form 4s. This Form 4 is 2 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.

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