

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  
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 \*  
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)  
ILLINOIS TOOL WORKS  
INC., 3600 WEST LAKE AVENUE  
(Street)

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

GLENVIEW, IL 60026

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

(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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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 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 <sup>(3)</sup>       | \$ 47.13   |                                      |  |                                |   | 12/10/2005   | 12/10/2014      | Common Stock  | 70,000                     |
| Employee Stock Option <sup>(4)</sup>       | \$ 42.08   |                                      |  |                                |   | 12/07/2006   | 02/01/2016      | Common Stock  | 70,000                     |
| Employee Stock Option <sup>(3)</sup>       | \$ 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

Reporting Owners

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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.

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