

ILLINOIS TOOL WORKS INC
 Form 4
 September 20, 2006

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)
 PO BOX 94242
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/18/2006

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

PALATINE, IL 60094-4242

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u> <u>(4)</u>	09/18/2006		M		30,000	A	\$ 27.31
Common Stock <u>(1)</u> <u>(2)</u>	09/18/2006		S		30,000	D	\$ 43.52
Common Stock <u>(3)</u>	08/08/1998		A		0	A	\$ 0
					1,758	I	See Footnote <u>(3)</u>

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Employee Stock Option ⁽⁴⁾	\$ 27.31	09/18/2006		M		30,000	12/12/1998	12/12/2007	Common Stock
Employee Stock Option ⁽⁴⁾ ₍₆₎	\$ 29.125	12/11/1998		A	60,000		12/11/1999	12/11/2008	Common Stock
Employee Stock Option ⁽⁴⁾ ₍₆₎	\$ 32.75	12/17/1999		A	60,000		12/17/2000	12/17/2009	Common Stock
Employee Stock Option ⁽⁴⁾ ₍₆₎	\$ 27.9375	12/15/2000		A	150,000		12/15/2001	12/15/2010	Common Stock
Employee Stock Option ⁽⁴⁾ ₍₆₎	\$ 31.125	12/14/2001		A	120,000		12/14/2002	12/14/2011	Common Stock
Employee Stock Option ⁽⁴⁾ ₍₆₎	\$ 47.13	12/10/2004		A	300,000		12/10/2005	12/10/2014	Common Stock
Employee Stock Option ⁽⁵⁾ ₍₆₎	\$ 42.08	02/01/2006		A	400,000		12/07/2006	02/01/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

SPEER DAVID B
PO BOX 94242
PALATINE, IL 60094-4242

X

Chairman & CEO

Signatures

David B. Speer by James H. Wooten, Jr., V. P., Gen. Counsel & Secretary Attorney-In-Fact
POA on File

09/20/2006

__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 grant of restricted stock that vested over a 3 year period.
- (2) Includes grant of restricted stock vesting over a 3 year period: 12/16/2004, 12/16/2005, and 12/18/2006.
- (3) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of December 31, 2005.
- (4) These options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Options vest in four (4) equal annual installments beginning in each December following the grant date.
- (6) Shares received as a result of the two-for-one stock split on May 25, 2006.

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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