## Edgar Filing: SKINNER JAMES A - Form 4

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Form 4 October 19, 2											
								OMB APPROVAL			
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont	CHANGES IN BENEFICIAL OWN SECURITIES ection 16(a) of the Securities Exchange Public Utility Holding Company Act of					e Act of 1934, 1935 or Section	January 31 2005 Estimated average burden hours per response 0.5				
<i>See</i> Instru 1(b).		30(h)	of the In	vestment	Compan	y Ac	t of 194	.0			
(Print or Type F	Responses)										
SKINNER JAMES A Symb				Name and			-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				f Earliest Transaction Day/Year) 007				Officer (give title 10% Owner Officer (give title Other (specify below)			
	(Street) 4. If Amendment, Date O Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by			Dint/Group Filing(Check			
OAK BROO	DK, IL 60523							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	10/18/2007			A	583	A	\$ 57.85	5,848	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date Under (Month/Day/Year) (Instr. ive es id id		7. Title and <i>J</i> Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (2)	\$ 0					08/08/1988	08/08/1988	Common Stock	2,073	

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh						
	Director	10% Owner	Officer	Other				
SKINNER JAMES A MCDONALD'S CORPORATION 2915 JORIE BLVD. OAK BROOK, IL 60523	Х							
Signatures								
James A. Skinner by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File								

Relationships

\*\*Signature of Reporting Person

## **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 2,495 shares of deferred stock under the ITW Directors' Deferred Fee Plan as of October 18, 2007.

Represents units of phantom stock under the Phantom Stock Plan for non-employee directors as of October 18, 2007. Each unit is equal in (2) value to one share of common stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the common stock.

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.

Date