

ILLINOIS TOOL WORKS INC
 Form 4
 July 25, 2007

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 *
 SMITH HAROLD 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)
 3600 W. LAKE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/23/2007

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

GLENVIEW, IL 60026
 (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 Beneficial Ownership (Instr. 4)
Common Stock	07/23/2007		J	337,713 D	\$ 0 14,775,013	I	Trusts ⁽¹⁾ <u>(2)</u> <u>(3)</u>
Common Stock					14,775,013 ⁽⁴⁾	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	1,300 D	\$ 57.5 14,773,713	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	3,000 D	\$ 57.44 14,770,713	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	2,200 D	\$ 57.43 14,768,513	I	Trusts (1)(2)(3)

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Common Stock	07/23/2007	S	2,146	D	\$ 57.42	14,766,367	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	13,754	D	\$ 57.41	14,752,613	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	4,302	D	\$ 57.4	14,748,311	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,100	D	\$ 57.39	14,747,211	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	3,306	D	\$ 57.38	14,743,905	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	3,600	D	\$ 57.37	14,740,305	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,092	D	\$ 57.36	14,739,213	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,000	D	\$ 57.35	14,738,213	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	4,671	D	\$ 57.34	14,733,542	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	3,529	D	\$ 57.33	14,730,013	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	4,700	D	\$ 57.32	14,725,313	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	7,808	D	\$ 57.31	14,717,505	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	45,214	D	\$ 57.3	14,672,291	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	5,900	D	\$ 57.29	14,666,391	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	800	D	\$ 57.28	14,665,591	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,400	D	\$ 57.27	14,664,191	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,578	D	\$ 57.26	14,662,613	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	10,310	D	\$ 57.25	14,652,303	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,200	D	\$ 57.24	14,651,103	I	Trusts (1)(2)(3)
Common Stock	07/23/2007	S	1,100	D	\$ 57.23	14,650,003	I	Trusts (1)(2)(3)
	07/23/2007	S	14,590	D		14,635,413	I	

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Common Stock					\$ 57.22				Trusts (1)(2)(3)
Common Stock	07/23/2007		S	400	D	\$ 57.21	14,635,013	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	3,800	D	\$ 57.2	14,631,213	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	2,800	D	\$ 57.19	14,628,413	I	Trusts (1)(2)(3)
Common Stock	07/23/2007		S	1,200	D	\$ 57.18	14,627,213	I	Trusts (1)(2)(3)

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.

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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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HAROLD B 3600 W. LAKE AVENUE GLENVIEW, IL 60026		X		

Signatures

Harold B. Smith by James H. Wooten, Jr. Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

07/25/2007

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).
840,281 shares held in a revocable trust created by me. Includes 69,801 shares previously reported as held indirectly through a trust (footnote 2) under which I was both a co-trustee and a direct beneficiary. Includes 42,770 shares previously reported as held indirectly through a trust (footnote 3) under which I was both a co-trustee and a contingent beneficiary.
- (1) 13,204,652 shares held in various trusts of which I am a co-trustee and have a direct beneficial interest. Represents the disposition of 279,202 shares upon the termination of a trust under which I was both a co-trustee and a direct beneficiary.
- (2) 490,080 shares held in a trust of which I am a co-trustee and have a contingent beneficial interest. Represents the disposition of 171,080 shares upon the termination of a trust under which I was both a co-trustee and a contingent beneficiary.
- (3) Includes 112,571 shares previously reported as held indirectly through trusts under which I was both a co-trustee and a direct beneficiary and contingent beneficiary.
- (4)

Remarks:

The number of transactions requires the filing of two Form 4s. This Form 4 is 1 of 2.

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.