

Kropp Ronald D
Form 4
August 23, 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 *
Kropp Ronald D

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
 Officer (give title below) Sr VP & CFO
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/22/2007		M			600	A	\$ 27.31	4,439	D	
Common Stock	08/22/2007		S			600	D	\$ 56.7	3,839	D	
Common Stock	08/22/2007		M			1,300	A	\$ 27.31	5,139	D	
Common Stock	08/22/2007		S			1,300	D	\$ 56.69	3,839	D	
Common Stock	08/22/2007		M			300	A	\$ 27.31	4,139	D	

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Common Stock	08/22/2007		S	300	D	\$ 56.67	3,839	D	
Common Stock	08/22/2007		M	500	A	\$ 27.31	4,339	D	
Common Stock	08/22/2007		S	500	D	\$ 56.66	3,839	D	
Common Stock	08/22/2007		M	200	A	\$ 27.31	4,039	D	
Common Stock	08/22/2007		S	200	D	\$ 56.64	3,839	D	
Common Stock	08/22/2007		M	100	A	\$ 27.31	3,939	D	
Common Stock	08/22/2007		S	100	D	\$ 56.63	3,839	D	
Common Stock	08/22/2007		M	200	A	\$ 27.31	4,039	D	
Common Stock	08/22/2007		S	200	D	\$ 56.62	3,839	D	
Common Stock	08/22/2007		M	800	A	\$ 27.31	4,639	D	
Common Stock	08/22/2007		S	800	D	\$ 56.6132	3,839	D	
Common Stock							2,413	I	See Footnote (1)

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 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

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									Number of Shares
Employee Stock Option	\$ 29.125				12/11/1999	12/11/2008	Common Stock		4,000
Employee Stock Option	\$ 32.75				12/17/2000	12/17/2009	Common Stock		6,000
Employee Stock Option	\$ 27.9375				12/15/2001	12/15/2010	Common Stock		16,000
Employee Stock Option	\$ 31.125				12/14/2002	12/14/2011	Common Stock		12,000
Employee Stock Option ⁽²⁾	\$ 47.13				12/10/2005	12/10/2014	Common Stock		10,000
Employee Stock Option ⁽³⁾	\$ 42.08				12/07/2006	02/01/2016	Common Stock		30,000
Employee Stock Option ⁽²⁾	\$ 51.6				02/09/2008	02/09/2017	Common Stock		60,000
Employee Stock Option	\$ 27.31	08/22/2007	M	600	12/12/1998	12/12/2007	Common Stock		4,000
Employee Stock Option	\$ 27.31	08/22/2007	M	1,300	12/12/1998	12/12/2007	Common Stock		3,400
Employee Stock Option	\$ 27.31	08/22/2007	M	300	12/12/1998	12/12/2007	Common Stock		2,100
Employee Stock Option	\$ 27.31	08/22/2007	M	500	12/12/1998	12/12/2007	Common Stock		1,800
Employee Stock Option	\$ 27.31	08/22/2007	M	200	12/12/1998	12/12/2007	Common Stock		1,300
Employee Stock Option	\$ 27.31	08/22/2007	M	100	12/12/1998	12/12/2007	Common Stock		1,100
Employee Stock Option	\$ 27.31	08/22/2007	M	200	12/12/1998	12/12/2007	Common Stock		1,000

Employee										
Stock	\$ 27.31	08/22/2007		M	800	12/12/1998	12/12/2007	Common		800
Option								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kropp Ronald D ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Sr VP & CFO	

Signatures

Ronald D. Kropp 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 2,413 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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Options vest in four (4) equal annual installments beginning in each December following the grant date.

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.