

Wooten James H Jr
 Form 4
 August 24, 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 *
 Wooten James H Jr

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP General Counsel & Secy

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/22/2007		M	A	1,307	\$ 29.125	7,029 D
Common Stock	08/22/2007		S	D	1,307	\$ 56.18	5,722 D
Common Stock	08/22/2007		M	A	900	\$ 29.125	6,622 D
Common Stock	08/22/2007		S	D	900	\$ 56.17	5,722 D
Common Stock	08/22/2007		M	A	2,693	\$ 29.125	8,415 D

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Common Stock	08/22/2007	S	2,693	D	\$ 56.16	5,722	D
Common Stock	08/22/2007	M	1,300	A	\$ 29.125	7,022	D
Common Stock	08/22/2007	S	1,300	D	\$ 56.15	5,722	D
Common Stock	08/22/2007	M	2,500	A	\$ 29.125	8,222	D
Common Stock	08/22/2007	S	2,500	D	\$ 56.2	5,722	D
Common Stock	08/22/2007	M	2,800	A	\$ 29.125	8,522	D
Common Stock	08/22/2007	S	2,800	D	\$ 56.19	5,722	D
Common Stock	08/22/2007	M	500	A	\$ 29.125	6,222	D
Common Stock	08/22/2007	S	500	D	\$ 56.21	5,722	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.

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	\$ 29.125	08/22/2007		M	1,307	12/11/1999 12/11/2008		Common Stock	12,000
Employee Stock Option	\$ 29.125	08/22/2007		M	900	12/11/1999 12/11/2008		Common Stock	10,693

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Employee Stock Option	\$ 29.125	08/22/2007	M	2,693	12/11/1999	12/11/2008	Common Stock	9,793
Employee Stock Option	\$ 29.125	08/22/2007	M	1,300	12/11/1999	12/11/2008	Common Stock	7,100
Employee Stock Option	\$ 29.125	08/22/2007	M	2,500	12/11/1999	12/11/2008	Common Stock	5,800
Employee Stock Option	\$ 29.125	08/22/2007	M	2,800	12/11/1999	12/11/2008	Common Stock	3,300
Employee Stock Option	\$ 29.125	08/22/2007	M	500	12/11/1999	12/11/2008	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wooten James H Jr ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Sr VP General Counsel & Secy	

Signatures

/s/James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File

08/24/2007

__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).

Remarks:

The number of transactions requires the filing of five Form 4s. This Form 4 is 2 of 5.

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.