

ILLINOIS TOOL WORKS INC
 Form 4
 September 19, 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 *
 HANSEN THOMAS J

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)
 09/18/2007

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/18/2007		M		60,000 A \$ 29.125	81,730	D
Common Stock	09/18/2007		S		100 D \$ 55.9	81,630	D
Common Stock	09/18/2007		S		1,000 D \$ 55.91	80,630	D
Common Stock	09/18/2007		S		1,600 D \$ 55.92	79,030	D
Common Stock	09/18/2007		S		1,000 D \$ 55.93	78,030	D

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Common Stock	09/18/2007	S	200	D	\$ 55.94	77,830	D
Common Stock	09/18/2007	S	600	D	\$ 55.95	77,230	D
Common Stock	09/18/2007	S	1,900	D	\$ 55.97	75,330	D
Common Stock	09/18/2007	S	500	D	\$ 55.98	74,830	D
Common Stock	09/18/2007	S	200	D	\$ 55.99	74,630	D
Common Stock	09/18/2007	S	100	D	\$ 56	74,530	D
Common Stock	09/18/2007	S	200	D	\$ 56.01	74,330	D
Common Stock	09/18/2007	S	600	D	\$ 56.04	73,730	D
Common Stock	09/18/2007	S	1,500	D	\$ 56.05	72,230	D
Common Stock	09/18/2007	S	600	D	\$ 56.06	71,630	D
Common Stock	09/18/2007	S	200	D	\$ 56.07	71,430	D
Common Stock	09/18/2007	S	100	D	\$ 56.08	71,330	D
Common Stock	09/18/2007	S	300	D	\$ 56.09	71,030	D
Common Stock	09/18/2007	S	2,400	D	\$ 56.1	68,630	D
Common Stock	09/18/2007	S	700	D	\$ 56.11	67,930	D
Common Stock	09/18/2007	S	1,200	D	\$ 56.12	66,730	D
Common Stock	09/18/2007	S	1,100	D	\$ 56.13	65,630	D
Common Stock	09/18/2007	S	1,200	D	\$ 56.14	64,430	D
Common Stock	09/18/2007	S	2,500	D	\$ 56.15	61,930	D
Common Stock	09/18/2007	S	3,000	D	\$ 56.16	58,930	D

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 32.75						12/17/2000	12/17/2009	Common Stock	60,000
Employee Stock Option	\$ 27.9375						12/15/2001	12/15/2010	Common Stock	66,000 ⁽¹⁾
Employee Stock Option	\$ 31.125						12/14/2002	12/14/2011	Common Stock	120,000
Employee Stock Option ⁽²⁾	\$ 47.13						12/10/2005	12/10/2014	Common Stock	150,000
Employee Stock Option ⁽³⁾	\$ 42.08						12/07/2006	02/01/2016	Common Stock	150,000
Employee Stock Option ⁽²⁾	\$ 51.6						02/09/2008	02/09/2017	Common Stock	200,000
Employee Stock Option	\$ 29.125	09/18/2007		M		100	12/11/1999	12/11/2008	Common Stock	60,000
Employee Stock Option	\$ 29.125	09/18/2007		M		1,000	12/11/1999	12/11/2008	Common Stock	59,900
Employee Stock Option	\$ 29.125	09/18/2007		M		1,600	12/11/1999	12/11/2008	Common Stock	58,900

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Employee Stock Option	\$ 29.125	09/18/2007	M	1,000	12/11/1999	12/11/2008	Common Stock	57,300
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	56,300
Employee Stock Option	\$ 29.125	09/18/2007	M	600	12/11/1999	12/11/2008	Common Stock	56,100
Employee Stock Option	\$ 29.125	09/18/2007	M	1,900	12/11/1999	12/11/2008	Common Stock	55,500
Employee Stock Option	\$ 29.125	09/18/2007	M	500	12/11/1999	12/11/2008	Common Stock	53,600
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	53,100
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	52,900
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	52,800
Employee Stock Option	\$ 29.125	09/18/2007	M	600	12/11/1999	12/11/2008	Common Stock	52,600
Employee Stock Option	\$ 29.125	09/18/2007	M	1,500	12/11/1999	12/11/2008	Common Stock	52,000
Employee Stock Option	\$ 29.125	09/18/2007	M	600	12/11/1999	12/11/2008	Common Stock	50,500
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	49,900
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	49,700
Employee Stock Option	\$ 29.125	09/18/2007	M	300	12/11/1999	12/11/2008	Common Stock	49,600
Employee Stock	\$ 29.125	09/18/2007	M	2,400	12/11/1999	12/11/2008	Common Stock	49,300

Option									
Employee Stock Option	\$ 29.125	09/18/2007	M	700	12/11/1999	12/11/2008	Common Stock	46,900	
Employee Stock Option	\$ 29.125	09/18/2007	M	1,200	12/11/1999	12/11/2008	Common Stock	46,200	
Employee Stock Option	\$ 29.125	09/18/2007	M	1,100	12/11/1999	12/11/2008	Common Stock	45,000	
Employee Stock Option	\$ 29.125	09/18/2007	M	1,200	12/11/1999	12/11/2008	Common Stock	43,900	
Employee Stock Option	\$ 29.125	09/18/2007	M	2,500	12/11/1999	12/11/2008	Common Stock	42,700	
Employee Stock Option	\$ 29.125	09/18/2007	M	3,000	12/11/1999	12/11/2008	Common Stock	40,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Vice Chairman	

Signatures

Thomas J. Hansen by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File 09/19/2007

__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) This number was increased by 2,000 options to reflect a correction due to a clerical error.
- (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.

Remarks:

The number of transactions requires the filing of three Form 4s. This Form 4 is 1 of 3.

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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