

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 04, 2008

**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 \*  
**SPEER DAVID B**

(Last) (First) (Middle)

**ILLINOIS TOOL WORKS  
 INC., 3600 WEST LAKE AVENUE**

(Street)

**GLENVIEW, IL 60026**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ILLINOIS TOOL WORKS INC  
 [ITW]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/31/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 01/31/2008                           |  | M                              |   | 60,000 A \$ 29.125  | 117,007  | D   |
| Common Stock                    | 01/31/2008                           |  | S                              |   | 200 D \$ 49.94  | 116,807  | D   |
| Common Stock                    | 01/31/2008                           |  | S                              |   | 100 D \$ 49.95  | 116,707  | D   |
| Common Stock                    | 01/31/2008                           |  | S                              |   | 200 D \$ 49.97  | 116,507  | D   |
| Common Stock                    | 01/31/2008                           |  | S                              |   | 200 D \$ 49.99  | 116,307  | D   |

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|              |            |   |       |   |          |         |   |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 01/31/2008 | S | 300   | D | \$ 50    | 116,007 | D |
| Common Stock | 01/31/2008 | S | 100   | D | \$ 50.01 | 115,907 | D |
| Common Stock | 01/31/2008 | S | 200   | D | \$ 50.04 | 115,707 | D |
| Common Stock | 01/31/2008 | S | 300   | D | \$ 50.05 | 115,407 | D |
| Common Stock | 01/31/2008 | S | 500   | D | \$ 50.06 | 114,907 | D |
| Common Stock | 01/31/2008 | S | 900   | D | \$ 50.07 | 114,007 | D |
| Common Stock | 01/31/2008 | S | 600   | D | \$ 50.08 | 113,407 | D |
| Common Stock | 01/31/2008 | S | 200   | D | \$ 50.09 | 113,207 | D |
| Common Stock | 01/31/2008 | S | 1,100 | D | \$ 50.1  | 112,107 | D |
| Common Stock | 01/31/2008 | S | 600   | D | \$ 50.12 | 111,507 | D |
| Common Stock | 01/31/2008 | S | 600   | D | \$ 50.13 | 110,907 | D |
| Common Stock | 01/31/2008 | S | 100   | D | \$ 50.14 | 110,807 | D |
| Common Stock | 01/31/2008 | S | 100   | D | \$ 50.15 | 110,707 | D |
| Common Stock | 01/31/2008 | S | 200   | D | \$ 50.16 | 110,507 | D |
| Common Stock | 01/31/2008 | S | 1,000 | D | \$ 50.17 | 109,507 | D |
| Common Stock | 01/31/2008 | S | 400   | D | \$ 50.18 | 109,107 | D |
| Common Stock | 01/31/2008 | S | 500   | D | \$ 50.19 | 108,607 | D |
| Common Stock | 01/31/2008 | S | 1,100 | D | \$ 50.2  | 107,507 | D |
| Common Stock | 01/31/2008 | S | 300   | D | \$ 50.21 | 107,207 | D |
| Common Stock | 01/31/2008 | S | 400   | D | \$ 50.23 | 106,807 | D |
|              | 01/31/2008 | S | 100   | D | \$ 50.24 | 106,707 | D |

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|              |            |  |   |     |   |          |           |
|--------------|------------|--|---|-----|---|----------|-----------|
| Common Stock |            |  |   |     |   |          |           |
| Common Stock | 01/31/2008 |  | S | 100 | D | \$ 50.25 | 106,607 D |
| Common Stock | 01/31/2008 |  | S | 200 | D | \$ 50.26 | 106,407 D |
| Common Stock | 01/31/2008 |  | S | 200 | D | \$ 50.27 | 106,207 D |
| Common Stock | 01/31/2008 |  | S | 200 | D | \$ 50.28 | 106,007 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.**

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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 Number Shares |
| Employee Stock Option                      | \$ 29.125  | 01/31/2008                           |  | M                              | 60,000  | 12/11/1999   | 12/11/2008      | Common Stock  | 60,000               |
| 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  | 150,000              |
| Employee Stock Option                      | \$ 31.125  |                                      |  |                                |   | 12/14/2002   | 12/14/2011      | Common Stock  | 120,000              |
| Employee Stock Option <sup>(1)</sup>       | \$ 47.13   |                                      |  |                                |   | 12/10/2005   | 12/10/2014      | Common Stock  | 300,000              |
|  | \$ 42.08   |                                      |  |                                |   | 12/07/2006   | 02/01/2016      |   | 400,000              |

Employee  
Stock  
Option <sup>(2)</sup>

Common  
Stock

Employee  
Stock \$ 51.6  
Option <sup>(1)</sup>

02/09/2008 02/09/2017

Common  
Stock 400,000

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| SPEER DAVID B<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVENUE<br>GLENVIEW, IL 60026 | X             |           | Chairman & CEO |       |

## Signatures

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

02/04/2008

\_\_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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) 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 four Form 4s. This Form 4 is 1 of 4.

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.