

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)
			Code	V	Amount (D) or Price (A)		
Common Stock	08/22/2007		M		3,100 A \$ 27.9375	8,822	D
Common Stock	08/22/2007		S		3,100 D \$ 56.19	5,722	D
Common Stock	08/22/2007		M		300 A \$ 27.9375	6,022	D
Common Stock	08/22/2007		S		300 D \$ 56.2	5,722	D
Common Stock	08/22/2007		M		1,100 A \$ 27.9375	6,822	D

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Common Stock	08/22/2007	S	1,100	D	\$ 56.18	5,722	D
Common Stock	08/22/2007	M	400	A	\$ 27.9375	6,122	D
Common Stock	08/22/2007	S	400	D	\$ 56.17	5,722	D
Common Stock	08/22/2007	M	200	A	\$ 27.9375	5,922	D
Common Stock	08/22/2007	S	200	D	\$ 56.16	5,722	D
Common Stock	08/22/2007	M	4,000	A	\$ 27.9375	9,722	D
Common Stock	08/22/2007	S	4,000	D	\$ 56.15	5,722	D
Common Stock	08/22/2007	M	300	A	\$ 27.9375	6,022	D
Common Stock	08/22/2007	S	300	D	\$ 56.23	5,722	D
Common Stock	08/22/2007	M	2,100	A	\$ 27.9375	7,822	D
Common Stock	08/22/2007	S	2,100	D	\$ 56.26	5,722	D
Common Stock	08/22/2007	M	300	A	\$ 27.9375	6,022	D
Common Stock	08/22/2007	S	300	D	\$ 56.29	5,722	D
Common Stock	08/22/2007	M	400	A	\$ 27.9375	6,122	D
Common Stock	08/22/2007	S	400	D	\$ 56.3	5,722	D
Common Stock	08/22/2007	M	2,600	A	\$ 27.9375	8,322	D
Common Stock	08/22/2007	S	2,600	D	\$ 56.33	5,722	D
Common Stock	08/22/2007	M	300	A	\$ 27.9375	6,022	D
Common Stock	08/22/2007	S	300	D	\$ 56.31	5,722	D
Common Stock	08/22/2007	M	900	A	\$ 27.9375	6,622	D
	08/22/2007	S	900	D	\$ 56.32	5,722	D

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Common Stock							
Common Stock	08/22/2007		M	600	A	\$ 27.9375	6,322 D
Common Stock	08/22/2007		S	600	D	\$ 56.27	5,722 D
Common Stock	08/22/2007		M	1,100	A	\$ 27.9375	6,822 D
Common Stock	08/22/2007		S	1,100	D	\$ 56.24	5,722 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 (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	\$ 27.9375	08/22/2007		M	3,100	12/15/2001 12/15/2010	Common Stock 30,000
Employee Stock Option	\$ 27.9375	08/22/2007		M	300	12/15/2001 12/15/2010	Common Stock 26,900
Employee Stock Option	\$ 27.9375	08/22/2007		M	1,100	12/15/2001 12/15/2010	Common Stock 26,600
Employee Stock Option	\$ 27.9375	08/22/2007		M	400	12/15/2001 12/15/2010	Common Stock 25,500
Employee Stock	\$ 27.9375	08/22/2007		M	200	12/15/2001 12/15/2010	Common Stock 25,100

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Option									
Employee Stock Option	\$ 27.9375	08/22/2007	M	4,000	12/15/2001	12/15/2010	Common Stock	24,900	
Employee Stock Option	\$ 27.9375	08/22/2007	M	300	12/15/2001	12/15/2010	Common Stock	20,900	
Employee Stock Option	\$ 27.9375	08/22/2007	M	2,100	12/15/2001	12/15/2010	Common Stock	20,600	
Employee Stock Option	\$ 27.9375	08/22/2007	M	300	12/15/2001	12/15/2010	Common Stock	18,500	
Employee Stock Option	\$ 27.9375	08/22/2007	M	400	12/15/2001	12/15/2010	Common Stock	18,200	
Employee Stock Option	\$ 27.9375	08/22/2007	M	2,600	12/15/2001	12/15/2010	Common Stock	17,800	
Employee Stock Option	\$ 27.9375	08/22/2007	M	300	12/15/2001	12/15/2010	Common Stock	15,200	
Employee Stock Option	\$ 27.9375	08/22/2007	M	900	12/15/2001	12/15/2010	Common Stock	14,900	
Employee Stock Option	\$ 27.9375	08/22/2007	M	600	12/15/2001	12/15/2010	Common Stock	14,000	
Employee Stock Option	\$ 27.9375	08/22/2007	M	1,100	12/15/2001	12/15/2010	Common Stock	13,400	

## 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 3 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.

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