

FARRELL W JAMES
Form 4
May 10, 2006

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 *
FARRELL W JAMES

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2006

____ Director
____ Officer (give title below) Other (specify below)
Retired Chairman

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

(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 or Price | | |
| Common Stock <u>(4)</u> <u>(5)</u> | 05/05/2006 | | F | | 12,150 | D | \$ 105.25 56,574 D |
| Common Stock <u>(4)</u> <u>(5)</u> | 05/05/2006 | | G | | 18,650 | D | \$ 105.25 37,924 D |
| Common Stock <u>(1)</u> <u>(4)</u> <u>(5)</u> | 05/05/2006 | | G | | 18,650 | A | \$ 105.25 128,399 I See Footnote <u>(1)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock <u>(2)</u> | 08/08/1998 | | A | | 0 | A | \$ 0 126,363 I See Footnote <u>(2)</u> |
| | 08/08/1998 | | A | | 0 | A | \$ 0 7,157 I |

Common
Stock ⁽³⁾

See
Footnote
(3)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|---------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option ⁽⁶⁾ | \$ 58.25 | 12/11/1998 | | A | | 100,000 | 12/11/1999 | 12/11/2008 | Common Stock | 100,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 65.5 | 12/17/1999 | | A | | 200,000 | 12/17/2000 | 12/17/2009 | Common Stock | 200,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 55.875 | 12/15/2000 | | A | | 412,000 | 12/15/2001 | 12/15/2010 | Common Stock | 412,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 62.25 | 12/14/2001 | | A | | 400,000 | 12/14/2002 | 12/14/2011 | Common Stock | 400,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 92.04 | 09/17/2004 | | A | | 23,069 | 09/17/2005 | 12/15/2010 | Common Stock | 23,069 |
| Employee Stock Option ⁽⁶⁾ | \$ 94.26 | 12/10/2004 | | A | | 400,000 | 12/10/2005 | 12/10/2014 | Common Stock | 400,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Retired Chairman

FARRELL W JAMES

Signatures

W. James Farrell by James H. Wooten, Jr., V.P., General Counsel & Secretary
Attorney-In-Fact POA on File

05/10/2006

__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) Shares held in revocable trust.
- (2) Shares held in JM investment Partners L.P.
- (3) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 3/31/2006.
- (4) Includes grant of restricted stock that vested over a 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes grant of restricted stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06. The remaining grant due to vest on 12/18/06 vested on 5/5/06, Mr. Farrell's retirement date.
- (6) Options vest in four equal annual installments beginning one year from date of grant.

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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