ILLINOIS TOOL WORKS INC
Form 3
November 09, 2006

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF 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 [*]
Â Martel Roland M
(Last) (First) (Middle)

3600 WEST LAKE AVENUE
(Street)

GLENVIEW,Â ILÂ 60026
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/27/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock [(1)] [(2)] [(3)]	13,508	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Employee Stock Option (4)	12/15/2001	12/15/2010	Common Stock	6,500	$ 27.9375	D	Â
Employee Stock Option (4)	12/14/2002	12/14/2011	Common Stock	10,000	$ 31.125	D	Â
Employee Stock Option (4)	12/10/2005	12/10/2014	Common Stock	18,000	$ 47.13	D	Â
Employee Stock Option (5)	12/07/2006	02/01/2016	Common Stock	18,700	$ 42.08	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martel Roland M 3600 WEST LAKE AVENUE GLENVIEW,Â ILÂ 60026	Â	Â	Â Executive Vice President	Â

Signatures

Roland M. Martel by James H. Wooten, Jr., Sr. VP, General Counsel & Secretary, Attorney-in-Fact POA on File	11/09/2006
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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)** Includes grant of Restricted Stock vesting 12/18/2006.
- **(2)** Includes 2,953 shares of Common Stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of November 9, 2006.
- **(3)** Includes grant of Restricted Stock which vested over a three (3) year period 12/16/2003, 12/16/2004, 12/16/2005.
- **(4)** Options vest in four (4) equal annual installments beginning one year from date of grant.
- **(5)** Options vest in four (4) equal annual installments beginning in each December following the grant date.

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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