

ILLINOIS TOOL WORKS INC

Form 4

December 21, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FLAUM RUSSELL M

(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)  
12/19/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)               | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-----------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                     |                                         |                                                             | Code                                    | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock <u>(1)</u> <u>(2)</u><br><u>(3)</u> | 12/19/2006                              |                                                             | F                                       |                                                                         | 3,472                                                                                                              | D \$<br>47.05                                                        | 92,770 D                                                          |
| Common<br>Stock <u>(3)</u> <u>(4)</u>               | 08/08/1998                              |                                                             | A                                       |                                                                         | 0                                                                                                                  | A \$ 0                                                               | 3,783 I                                                           |

See  
Footnote  
(3)(4)

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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                      |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 29.125                                                          | 12/11/1998                              |                                                             | A                                    |                                                                                                           | 60,000                                                         |     | 12/11/1999                                                          | 12/11/2008         | Common<br>Stock | 60,000                     |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 32.75                                                           | 12/17/1999                              |                                                             | A                                    |                                                                                                           | 60,000                                                         |     | 12/17/2000                                                          | 12/17/2009         | Common<br>Stock | 60,000                     |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 27.9375                                                         | 12/15/2000                              |                                                             | A                                    |                                                                                                           | 150,000                                                        |     | 12/15/2001                                                          | 12/15/2010         | Common<br>Stock | 150,000                    |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 31.125                                                          | 12/14/2001                              |                                                             | A                                    |                                                                                                           | 120,000                                                        |     | 12/14/2002                                                          | 12/14/2011         | Common<br>Stock | 120,000                    |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 47.13                                                           | 12/10/2004                              |                                                             | A                                    |                                                                                                           | 80,000                                                         |     | 12/10/2005                                                          | 12/10/2014         | Common<br>Stock | 80,000                     |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(6)</u> | \$ 42.08                                                           | 02/01/2006                              |                                                             | A                                    |                                                                                                           | 80,000                                                         |     | 12/07/2006                                                          | 02/01/2016         | Common<br>Stock | 80,000                     |
| Employee<br>Stock<br>Option <u>(3)</u><br><u>(5)</u> | \$ 27.31                                                           | 12/12/1997                              |                                                             | A                                    |                                                                                                           | 45,000                                                         |     | 12/12/1998                                                          | 12/12/2007         | Common<br>Stock | 45,000                     |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

FLAUM RUSSELL M  
ILLINOIS TOOL WORKS INC.  
3600 WEST LAKE AVENUE  
GLENVIEW, IL 60026

Executive Vice President

## Signatures

Russell M. Flaum by James H. Wooten, Jr., Senior Vice President, General Counsel &  
Secretary, Attorney-In-Fact POA on File

12/21/2006

\_\_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) Includes grant of restricted stock which vested over a three (3) year period 12/16/2003, 12/16/2004, 12/16/2005.
- (2) Includes grant of restricted stock which vested over a three (3) year period 12/16/2004, 12/16/2005, 12/18/2006.
- (3) Shares received as a result of the two-for-one stock split on May 25, 2006.
- (4) Includes 3,783 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of November 16, 2006.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) 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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