

Wooten James H Jr
Form 4
August 24, 2007

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

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(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)

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2007

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Sr VP General Counsel & Secy

GLENVIEW, IL 60026

(City) (State) (Zip)

4. 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 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)
Common Stock				(A) or (D)			See Footnote (1)
Common Stock	08/22/2007		M	200	A \$ 27.31 5,922	D	
Common Stock	08/22/2007		S	200	D \$ 55.94 5,722	D	
Common Stock	08/22/2007		M	200	A \$ 27.31 5,922	D	
	08/22/2007		S	200	D 5,722	D	

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Common Stock					\$ 55.935		
Common Stock	08/22/2007	M	1,400	A	\$ 27.31	7,122	D
Common Stock	08/22/2007	S	1,400	D	\$ 55.93	5,722	D
Common Stock	08/22/2007	M	700	A	\$ 27.31	6,422	D
Common Stock	08/22/2007	S	700	D	\$ 55.92	5,722	D
Common Stock	08/22/2007	M	500	A	\$ 27.31	6,222	D
Common Stock	08/22/2007	S	500	D	\$ 56	5,722	D
Common Stock	08/22/2007	M	500	A	\$ 27.31	6,222	D
Common Stock	08/22/2007	S	500	D	\$ 56.07	5,722	D
Common Stock	08/22/2007	M	200	A	\$ 27.31	5,922	D
Common Stock	08/22/2007	S	200	D	\$ 56.1	5,722	D
Common Stock	08/22/2007	M	100	A	\$ 27.31	5,822	D
Common Stock	08/22/2007	S	100	D	\$ 56.13	5,722	D
Common Stock	08/22/2007	M	1,100	A	\$ 27.31	6,822	D
Common Stock	08/22/2007	S	1,100	D	\$ 56.18	5,722	D
Common Stock	08/22/2007	M	1,100	A	\$ 27.31	6,822	D
Common Stock	08/22/2007	S	1,100	D	\$ 56.23	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)

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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 or Number of Shares
Employee Stock Option	\$ 29.125					12/11/1999	12/11/2008	Common Stock	12,000
Employee Stock Option	\$ 32.75					12/17/2000	12/17/2009	Common Stock	12,000
Employee Stock Option	\$ 27.9375					12/15/2001	12/15/2010	Common Stock	30,000
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	26,000
Employee Stock Option ⁽²⁾	\$ 47.13					12/10/2005	12/10/2014	Common Stock	16,000
Employee Stock Option ⁽³⁾	\$ 42.08					12/07/2006	02/01/2016	Common Stock	50,000
Employee Stock Option ⁽²⁾	\$ 51.6					02/09/2008	02/09/2017	Common Stock	60,000
Employee Stock Option	\$ 27.31	08/22/2007		M	200	12/12/1998	12/12/2007	Common Stock	6,000
Employee Stock Option	\$ 27.31	08/22/2007		M	200	12/12/1998	12/12/2007	Common Stock	5,800
Employee Stock Option	\$ 27.31	08/22/2007		M	1,400	12/12/1998	12/12/2007	Common Stock	5,600
Employee Stock Option	\$ 27.31	08/22/2007		M	700	12/12/1998	12/12/2007	Common Stock	4,200
	\$ 27.31	08/22/2007		M	500	12/12/1998	12/12/2007		3,500

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Employee Stock Option								Common Stock	
Employee Stock Option	\$ 27.31	08/22/2007	M	500	12/12/1998	12/12/2007	Common Stock	3,000	
Employee Stock Option	\$ 27.31	08/22/2007	M	200	12/12/1998	12/12/2007	Common Stock	2,500	
Employee Stock Option	\$ 27.31	08/22/2007	M	100	12/12/1998	12/12/2007	Common Stock	2,300	
Employee Stock Option	\$ 27.31	08/22/2007	M	1,100	12/12/1998	12/12/2007	Common Stock	2,200	
Employee Stock Option	\$ 27.31	08/22/2007	M	1,100	12/12/1998	12/12/2007	Common Stock	1,100	

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).
- (1) Includes 3,097 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 30, 2007.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) 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 five Form 4s. This Form 4 is 1 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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