

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

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

(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	(A) or (D) Amount Price		
Common Stock	08/22/2007		M		1,307 A \$ 29.125	7,029	D
Common Stock	08/22/2007		S		1,307 D \$ 56.18	5,722	D
Common Stock	08/22/2007		M		900 A \$ 29.125	6,622	D
Common Stock	08/22/2007		S		900 D \$ 56.17	5,722	D
Common Stock	08/22/2007		M		2,693 A \$ 29.125	8,415	D

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Common Stock	08/22/2007	S	2,693	D	\$ 56.16	5,722	D
Common Stock	08/22/2007	M	1,300	A	\$ 29.125	7,022	D
Common Stock	08/22/2007	S	1,300	D	\$ 56.15	5,722	D
Common Stock	08/22/2007	M	2,500	A	\$ 29.125	8,222	D
Common Stock	08/22/2007	S	2,500	D	\$ 56.2	5,722	D
Common Stock	08/22/2007	M	2,800	A	\$ 29.125	8,522	D
Common Stock	08/22/2007	S	2,800	D	\$ 56.19	5,722	D
Common Stock	08/22/2007	M	500	A	\$ 29.125	6,222	D
Common Stock	08/22/2007	S	500	D	\$ 56.21	5,722	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 29.125	08/22/2007		M	1,307	12/11/1999 12/11/2008	Common Stock 12,000
Employee Stock Option	\$ 29.125	08/22/2007		M	900	12/11/1999 12/11/2008	Common Stock 10,693

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Employee Stock Option	\$ 29.125	08/22/2007	M	2,693	12/11/1999	12/11/2008	Common Stock	9,793
Employee Stock Option	\$ 29.125	08/22/2007	M	1,300	12/11/1999	12/11/2008	Common Stock	7,100
Employee Stock Option	\$ 29.125	08/22/2007	M	2,500	12/11/1999	12/11/2008	Common Stock	5,800
Employee Stock Option	\$ 29.125	08/22/2007	M	2,800	12/11/1999	12/11/2008	Common Stock	3,300
Employee Stock Option	\$ 29.125	08/22/2007	M	500	12/11/1999	12/11/2008	Common Stock	500

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	
/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 2 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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