

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZENTMYER HUGH J

(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 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	Amount	(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	12/19/2006		F		2,171	D	\$ 47.05	11,899	D
Common Stock <u>(3)</u> <u>(4)</u>	08/08/1998		A		22,028	A	\$ 0	22,028	I
Common Stock <u>(3)</u> <u>(5)</u>	08/08/1998		A		213	A	\$ 0	16,031	I
Common	08/08/1998		A		650	A	\$ 0	650	I

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Stock (3) (6)

Footnote
(3)(6)

Common
Stock (3) (7)

08/08/1998

A

4,000

A

\$ 0

4,000

I

See
Footnote
(3)(7)

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)

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 Number Shares
Employee Stock Option ⁽³⁾ <u>(8)</u>	\$ 27.9375	12/15/2000		A		120,000		12/15/2001	12/15/2010	Common Stock	120,000
Employee Stock Option ⁽³⁾ <u>(8)</u>	\$ 31.125	12/14/2001		A		100,000		12/14/2002	12/14/2011	Common Stock	100,000
Employee Stock Option ⁽³⁾ <u>(8)</u>	\$ 47.13	12/10/2004		A		80,000		12/10/2005	12/10/2014	Common Stock	80,000
Employee Stock Option ⁽³⁾ <u>(9)</u>	\$ 42.08	02/01/2006		A		80,000		12/07/2006	02/01/2016	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Executive Vice President

ZENTMYER HUGH J
ILLINOIS TOOL WORKS INC
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Signatures

Hugh J. Zentmyer 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) Shares held by my spouse in the Diane J. Zentmyer Trust.
- (5) Includes 16,031 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of November 16, 2006.
- (6) Shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.
- (7) Shares held in the Hugh J. Zentmyer Revocable Trust--Hugh J. Zentmyer, Trustee.
- (8) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (9) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.