

ILLINOIS TOOL WORKS INC
 Form 4
 February 02, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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)
 3600 W. LAKE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2006

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

GLENVIEW, IL 60026-1215

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Amount (A) or (D) Price | | | |
| Common Stock <u>(1) (2)</u> | 08/08/1998 | | A | 0 A \$ 0 | 7,035 | D | |
| Common Stock <u>(3)</u> | 08/08/1998 | | A | 0 A \$ 0 | 11,014 | I | See Footnote <u>(3)</u> |
| Common Stock <u>(4)</u> | 12/31/2005 | | A | 31 A \$ 0 | 7,906 | I | See Footnote <u>(4)</u> |
| Common Stock <u>(5)</u> | 08/08/1998 | | A | 0 A \$ 0 | 325 | I | See Footnote <u>(5)</u> |

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| | | | | | | | | | |
|----------------------------|------------|--|---|---|---|------|-------|---|-------------------------------|
| Common Stock <u>(6)</u> | 08/08/1998 | | A | 0 | A | \$ 0 | 2,000 | I | See Footnote <u>(6)</u> |
|----------------------------|------------|--|---|---|---|------|-------|---|-------------------------------|

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 number.

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) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option <u>(7)</u> | \$ 55.875 | 12/15/2000 | | A | 60,000 | 12/15/2001 | 12/15/2010 | Common Stock | 60,000 |
| Employee Stock Option <u>(7)</u> | \$ 62.25 | 12/14/2001 | | A | 50,000 | 12/14/2002 | 12/14/2011 | Common Stock | 50,000 |
| Employee Stock Option <u>(7)</u> | \$ 94.26 | 12/10/2004 | | A | 40,000 | 12/10/2005 | 12/10/2014 | Common Stock | 40,000 |
| Employee Stock Option <u>(8)</u> | \$ 84.16 | 02/01/2006 | | A | 40,000 | 12/07/2006 | 02/01/2016 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZENTMYER HUGH J 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215 | | | Executive Vice President | |

Signatures

Hugh J. Zentmyer by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary
Attorney-In-Fact POA on File

02/02/2006

__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 that vested over a 3 year period: 12/16/2003, 12/16/2004, and 12/16/2005.
- (2) Includes grant of restricted stockvesting over a 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.
- (3) Shares held by my spouse in the Diane J. Zentmyer Trust.
- (4) Includes shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 12/31/2005.
- (5) Shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.
- (6) Shares held in the Hugh J. Zentmyer Revocable Trust -- Hugh J. Zentmyer, Trustee.
- (7) Options vest in four equal annual installments beginning one year from date of grant.
- (8) Options vest in four 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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