

ILLINOIS TOOL WORKS INC
 Form 4
 November 27, 2006

FORM 4

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

OMB APPROVAL

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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 *
 CALLAHAN ROBERT T

(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)
 11/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SR VP Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	11/22/2006		S		2,000	D	\$ 47.5
Common Stock <u>(2)</u> <u>(4)</u>	08/08/1998		A		3,590	A	\$ 0
					3,590	I	

See Footnotes (4)(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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 ⁽²⁾ ₍₅₎	\$ 29.125	11/16/2005		A	6,000	12/11/1999 12/11/2008	Common Stock 6,000
Employee Stock Option ⁽²⁾ ₍₅₎	\$ 32.75	12/17/1999		A	14,000	12/17/2000 12/17/2009	Common Stock 14,000
Employee Stock Option ⁽²⁾ ₍₅₎	\$ 27.9375	12/15/2000		A	34,000	12/15/2001 12/15/2010	Common Stock 34,000
Employee Stock Option ⁽²⁾ ₍₅₎	\$ 31.125	12/14/2001		A	30,000	12/14/2002 12/14/2011	Common Stock 30,000
Employee Stock Option ⁽²⁾ ₍₅₎	\$ 47.13	12/10/2004		A	60,000	12/10/2005 12/10/2014	Common Stock 60,000
Employee Stock Option ⁽²⁾ ₍₆₎	\$ 42.08	02/01/2006		A	60,000	12/07/2006 02/01/2016	Common Stock 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLAHAN ROBERT T ILLINOIS TOOL WORKS INC			SR VP Human Resources	

3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Signatures

Robert T. Callahan by James H. Wooten, Jr., Senior Vice President, General Counsel &
Secretary, Attorney-In-Fact POA on File

11/27/2006

__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 vesting over a three (3) year period 12/16/2004, 12/16/2005, 12/18/2006.
- (2) Shares received as a result of the two-for-one stock split on May 25, 2006.
- (3) This number is reduced by 700 shares to reflect a correction due to a clerical error.
- (4) Includes 3,590 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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