

Wooten James H Jr
 Form 4
 August 24, 2007

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 *
 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)

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

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

ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE
 (Street)

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

GLENVIEW, IL 60026

(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					3,097	I	See Footnote (1)
Common Stock	08/22/2007		M		200	A	\$ 27.31 5,922
Common Stock	08/22/2007		S		200	D	\$ 55.94 5,722
Common Stock	08/22/2007		M		200	A	\$ 27.31 5,922
	08/22/2007		S		200	D	5,722

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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	Price	Grant Date	Relationship	Quantity	Expiry Date	Expiration Date	Common Stock	Quantity
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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