

ILLINOIS TOOL WORKS INC
 Form 4
 May 19, 2008

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 *
 MCCORMACK ROBERT C

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)
 05/16/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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	05/16/2008		S	2,400 D \$ 53.91	6,391,768	I	Trusts
Common Stock	05/16/2008		S	2,400 D \$ 53.92	6,389,368	I	Trusts
Common Stock	05/16/2008		S	3,900 D \$ 53.94	6,385,468	I	Trusts
Common Stock	05/16/2008		S	3,800 D \$ 53.97	6,381,668	I	Trusts
Common Stock	05/16/2008		S	1,694 D \$ 54.02	6,379,974	I	Trusts

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Common Stock	05/16/2008	S	1,000	D	\$ 54.03	6,378,974	I	Trusts
Common Stock	05/16/2008	S	5,440	D	\$ 54.07	6,373,534	I	Trusts
Common Stock	05/16/2008	S	5,800	D	\$ 54.08	6,367,734	I	Trusts
Common Stock	05/16/2008	S	7,600	D	\$ 54.09	6,360,134	I	Trusts
Common Stock	05/16/2008	S	6,500	D	\$ 54.12	6,353,634	I	Trusts
Common Stock	05/16/2008	S	5,500	D	\$ 54.14	6,348,134	I	Trusts
Common Stock	05/16/2008	S	5,800	D	\$ 54.15	6,342,334	I	Trusts
Common Stock	05/16/2008	S	4,266	D	\$ 54.17	6,338,068	I	Trusts
Common Stock	05/16/2008	S	4,200	D	\$ 54.39	6,333,868	I	Trusts
Common Stock	05/16/2008	S	29,800	D	\$ 54.4	6,304,068	I	Trusts
Common Stock	05/16/2008	S	10,500	D	\$ 54.41	6,293,568	I	Trusts
Common Stock	05/16/2008	S	14,600	D	\$ 54.42	6,278,968	I	Trusts
Common Stock	05/16/2008	S	9,000	D	\$ 54.43	6,269,968	I	Trusts ⁽¹⁾
Common Stock						4,858,914	I	Trusts ⁽²⁾
Common Stock						7,399	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3 and 4)
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Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Code	V	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		(A)	(D)						
Phantom Stock ⁽³⁾	\$ 0					08/08/1988	08/08/1988	Common Stock	4,694

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORMACK ROBERT C 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			X	

Signatures

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

05/19/2008

__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) Shares held in trusts of which the Reporting Person is a co-trustee and in which a member of his immediate family (adult not living in his household) has a pecuniary interest. The Reporting Person disclaims beneficial ownership of these shares.

(2) Shares held in trusts of which the Reporting Person is a co-trustee and has a pecuniary interest.

Represents units of phantom stock under the Phantom Stock Plan for non-employee directors as of April 14, 2008. Each unit is equal in value to one share of common stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the common stock.

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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