

ILLINOIS TOOL WORKS INC
Form 4
April 25, 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 *
FLOOD DAVID T

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)
04/21/2006

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

GLENVIEW, IL 60026-1215

(City) (State) (Zip)

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

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 | (D) | Price |
| Common Stock ⁽¹⁾ _{(2) (3)} | 04/21/2006 | | M | | 5,000 | A | \$ 65.5 |
| Common Stock ⁽¹⁾ ₍₂₎ | 04/21/2006 | | S | | 5,000 | D | \$ 103.605 |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option ⁽³⁾ | \$ 65.5 | 04/21/2006 | | M | 5,000 | 12/17/2000 12/17/2009 | Common Stock | 5,000 |
| Employee Stock Option ⁽³⁾ | \$ 55.875 | 12/15/2000 | | A | 27,000 | 12/15/2001 12/15/2010 | Common Stock | 27,000 |
| Employee Stock Option ⁽³⁾ | \$ 62.25 | 12/14/2001 | | A | 40,000 | 12/14/2002 12/14/2011 | Common Stock | 40,000 |
| Employee Stock Option ⁽³⁾ | \$ 94.26 | 12/10/2004 | | A | 40,000 | 12/10/2005 12/10/2014 | Common Stock | 40,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 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 |
| FLOOD DAVID T 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215 | | | Executive Vice President | |

Signatures

David T. Flood by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact
P.O.A. on File

04/25/2006

__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: 12/16/03, 12/16/04, and 12/16/05.

(2) Includes grant of restricted stock vesting over 3 year period: 12/16/2004, 12/16/2005, and 12/18/2006.

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- (3) Options vest in four equal annual installments beginning one year from date of grant.
- (4) 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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