

ILLINOIS TOOL WORKS INC
 Form 4
 February 11, 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 *
 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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2008

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock					6,700	D	
Common Stock					22,028	I	Trust ⁽¹⁾
Common Stock					16,368	I	See Footnote ⁽²⁾
Common Stock					650	I	Trust ⁽³⁾
					9,199	I	Trust ⁽⁴⁾

Common
Stock

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option	\$ 27.9375					12/15/2001	12/15/2010	Common Stock	120,000
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	100,000
Employee Stock Option	\$ 47.13					12/10/2005 ⁽⁵⁾	12/10/2014	Common Stock	80,000
Employee Stock Option	\$ 42.08					12/07/2006 ⁽⁶⁾	02/01/2016	Common Stock	80,000
Employee Stock Option	\$ 51.6					02/09/2008 ⁽⁵⁾	02/09/2017	Common Stock	80,000
Employee Stock Option	\$ 48.51	02/08/2008		A	80,000	02/08/2009 ⁽⁵⁾	02/08/2018	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Executive Vice President

ZENTMYER HUGH J
ILLINOIS TOOL WORKS INC
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Signatures

Hugh J. Zentmyer by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

02/11/2008

__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 by my spouse in the Diane J. Zentmyer Trust.
- (2) Includes 16,368 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of January 31, 2008.
- (3) Shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.
- (4) Shares held in the Hugh J. Zentmyer Revocable Trust--Hugh J. Zentmyer, Trustee. The 5,199 shares transferred were previously reported as directly owned.
- (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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