

ILLINOIS TOOL WORKS INC
 Form 4
 August 21, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Parry David 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)
 08/20/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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)
				Code	V Amount or Price			
Common Stock	08/20/2007		M	700	A \$ 27.9375	2,175	D	
Common Stock	08/20/2007		S	700	D \$ 54.42	1,475	D	
Common Stock	08/20/2007		M	800	A \$ 27.9375	2,275	D	
Common Stock	08/20/2007		S	800	D \$ 54.425	1,475	D	
Common Stock	08/20/2007		M	1,100	A \$ 27.9375	2,575	D	

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Common Stock	08/20/2007	S	1,275	D	\$ 54.44	1,300	D
Common Stock	08/20/2007	M	800	A	\$ 27.9375	2,100	D
Common Stock	08/20/2007	S	800	D	\$ 54.45	1,300	D
Common Stock	08/20/2007	M	500	A	\$ 27.9375	1,800	D
Common Stock	08/20/2007	S	500	D	\$ 54.455	1,300	D
Common Stock	08/20/2007	M	1,500	A	\$ 27.9375	2,800	D
Common Stock	08/20/2007	S	1,500	D	\$ 54.52	1,300	D
Common Stock	08/20/2007	M	300	A	\$ 27.9375	1,600	D
Common Stock	08/20/2007	S	300	D	\$ 54.495	1,300	D
Common Stock	08/20/2007	M	500	A	\$ 27.9375	1,800	D
Common Stock	08/20/2007	S	500	D	\$ 54.485	1,300	D
Common Stock	08/20/2007	M	400	A	\$ 27.9375	1,700	D
Common Stock	08/20/2007	S	500	D	\$ 54.49	1,200	D
Common Stock	08/20/2007	M	400	A	\$ 27.9375	1,600	D
Common Stock	08/20/2007	S	600	D	\$ 54.48	1,000	D
Common Stock	08/20/2007	M	400	A	\$ 27.9375	1,400	D
Common Stock	08/20/2007	S	400	D	\$ 54.46	1,000	D
Common Stock	08/20/2007	M	300	A	\$ 27.9375	1,300	D
Common Stock	08/20/2007	S	300	D	\$ 54.47	1,000	D
Common Stock	08/20/2007	M	200	A	\$ 27.9375	1,200	D
	08/20/2007	S	200	D	\$ 54.475	1,000	D

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Common Stock							
Common Stock	08/20/2007		M	100	A	\$ 27.9375	1,100 D
Common Stock	08/20/2007		S	100	D	\$ 54.37	1,000 D
Common Stock	08/20/2007		M	200	A	\$ 27.9375	1,200 D
Common Stock	08/20/2007		S	200	D	\$ 54.34	1,000 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 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 (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	\$ 32.75					12/17/2000	12/17/2009	Common Stock	14,000
Employee Stock Option	\$ 31.125					12/14/2002	12/14/2011	Common Stock	28,000
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	20,000
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock	20,000
Employee Stock	\$ 51.6					02/09/2008	02/09/2017	Common Stock	60,000

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Option									
Employee Stock Option	\$ 27.9375	08/20/2007	M	700	12/15/2001	12/15/2010	Common Stock	14,000	
Employee Stock Option	\$ 27.9375	08/20/2007	M	800	12/15/2001	12/15/2010	Common Stock	13,300	
Employee Stock Option	\$ 27.9375	08/20/2007	M	1,100	12/15/2001	12/15/2010	Common Stock	12,500	
Employee Stock Option	\$ 27.9375	08/20/2007	M	800	12/15/2001	12/15/2010	Common Stock	11,400	
Employee Stock Option	\$ 27.9375	08/20/2007	M	500	12/15/2001	12/15/2010	Common Stock	10,600	
Employee Stock Option	\$ 27.9375	08/20/2007	M	1,500	12/15/2001	12/15/2010	Common Stock	10,100	
Employee Stock Option	\$ 27.9375	08/20/2007	M	300	12/15/2001	12/15/2010	Common Stock	8,600	
Employee Stock Option	\$ 27.9375	08/20/2007	M	500	12/15/2001	12/15/2010	Common Stock	8,300	
Employee Stock Option	\$ 27.9375	08/20/2007	M	400	12/15/2001	12/15/2010	Common Stock	7,800	
Employee Stock Option	\$ 27.9375	08/20/2007	M	400	12/15/2001	12/15/2010	Common Stock	7,400	
Employee Stock Option	\$ 27.9375	08/20/2007	M	400	12/15/2001	12/15/2010	Common Stock	7,000	
Employee Stock Option	\$ 27.9375	08/20/2007	M	300	12/15/2001	12/15/2010	Common Stock	6,600	
Employee Stock Option	\$ 27.9375	08/20/2007	M	200	12/15/2001	12/15/2010	Common Stock	6,300	
Employee Stock Option	\$ 27.9375	08/20/2007	M	100	12/15/2001	12/15/2010	Common Stock	6,100	

Employee										
Stock	\$ 27.9375	08/20/2007		M	200	12/15/2001	12/15/2010	Common		6,000
Option								Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parry David C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

Signatures

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

08/21/2007

__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).

Remarks:

The number of transactions requires the filing of two Form 4s. This Form 4 is 1 of 2.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.