Edgar Filing: FARRELL W JAMES - Form 4

FARRELL V Form 4 May 10, 200											
FORN	ПЛ	STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no lon, subject to Section 7 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu ons tinue.	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> FARRELL W JAMES			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
		ILLINOIS TOOL WORKS INC [ITW]					(Check all applicable)				
(Last) (First) (Middle)			 3. Date of Earliest Transaction (Month/Day/Year) 05/05/2006 4. If Amendment, Date Original Filed(Month/Day/Year) 					Director 10% Owner Officer (give titleX Other (specify below) below) Retired Chairman			
	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 										
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	2. Transaction Date 2A. Deemo (Month/Day/Year) Execution any (Month/Da			Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				6.7. Nature of IndirectOwnershipIndirectForm:BeneficialDirect (D)Ownership or Indirect(I)(Instr. 4)(Instr. 4)		
Common				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Stock (4) (5)	05/05/2006			F	12,150	D	105.25	56,574	D		
$\frac{\text{Common}}{\text{Stock} (4) (5)}$	05/05/2006			G	18,650	D	\$ 105.25	37,924	D		
$\frac{\text{Common}}{\text{Stock } (1) (4)} $	05/05/2006			G	18,650	A	\$ 105.25	128,399	Ι	See Footnote (1) (4) (5)	
Common Stock (2)	08/08/1998			А	0	А	\$ 0	126,363	I	See Footnote	
	08/08/1998			А	0	А	\$0	7,157	Ι		

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Common	l
Stock (3)	

See Footnote

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option <u>(6)</u>	\$ 58.25	12/11/1998		А	100,000	12/11/1999	12/11/2008	Common Stock	100,0
Employee Stock Option <u>(6)</u>	\$ 65.5	12/17/1999		А	200,000	12/17/2000	12/17/2009	Common Stock	200,0
Employee Stock Option <u>(6)</u>	\$ 55.875	12/15/2000		А	412,000	12/15/2001	12/15/2010	Common Stock	412,0
Employee Stock Option <u>(6)</u>	\$ 62.25	12/14/2001		А	400,000	12/14/2002	12/14/2011	Common Stock	400,0
Employee Stock Option <u>(6)</u>	\$ 92.04	09/17/2004		А	23,069	09/17/2005	12/15/2010	Common Stock	23,00
Employee Stock Option <u>(6)</u>	\$ 94.26	12/10/2004		А	400,000	12/10/2005	12/10/2014	Common Stock	400,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Officer Other

Retired Chairman

FARRELL W JAMES

Signatures

W. James Farrell by James H. Wooten, Jr., V.P., General Counsel & Secretary Attorney-In-Fact POA on File

**Signature of Reporting Person

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 revocable trust.
- (2) Shares held in JM investment Partners L.P.
- (3) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 3/31/2006.
- (4) Includes grant of restricted stock that vested over a 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes grant of restricted stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06. The remaining grant due to vest on 12/18/06 vested on 5/5/06, Mr. Farrell's retirement date.
- (6) Options vest in four equal annual installments beginning one year from date of grant.

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.

05/10/2006

Date