

ILLINOIS TOOL WORKS INC
Form 4
September 19, 2007

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 *
HANSEN THOMAS 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)
09/18/2007

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

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		
Common Stock	09/18/2007		S	100	D \$ 56.47	23,230	D
Common Stock	09/18/2007		S	100	D \$ 56.48	23,130	D
Common Stock	09/18/2007		S	300	D \$ 56.52	22,830	D
Common Stock	09/18/2007		S	100	D \$ 56.53	22,730	D
Common Stock	09/18/2007		S	300	D \$ 56.54	22,430	D

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Common Stock	09/18/2007	S	100	D	\$ 56.55	22,330	D
Common Stock	09/18/2007	S	100	D	\$ 56.57	22,230	D
Common Stock	09/18/2007	S	100	D	\$ 56.6	22,130	D
Common Stock	09/18/2007	S	100	D	\$ 56.64	22,030	D
Common Stock	09/18/2007	S	200	D	\$ 56.65	21,830	D
Common Stock	09/18/2007	S	100	D	\$ 56.66	21,730	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 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option	\$ 29.125	09/18/2007		M	100	12/11/1999 12/11/2008	Common Stock	1,600
Employee Stock Option	\$ 29.125	09/18/2007		M	100	12/11/1999 12/11/2008	Common Stock	1,500
Employee Stock Option	\$ 29.125	09/18/2007		M	300	12/11/1999 12/11/2008	Common Stock	1,400
Employee Stock	\$ 29.125	09/18/2007		M	100	12/11/1999 12/11/2008	Common Stock	1,100

Option										
Employee Stock Option	\$ 29.125	09/18/2007	M	300	12/11/1999	12/11/2008	Common Stock	1,000	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	700	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	600	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	500	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	400	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	200	12/11/1999	12/11/2008	Common Stock	300	\$	
Employee Stock Option	\$ 29.125	09/18/2007	M	100	12/11/1999	12/11/2008	Common Stock	100	\$	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Vice Chairman	

Signatures

Thomas J. Hansen by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File 09/19/2007

__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 three Form 4s. This Form 4 is 3 of 3.

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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