

ILLINOIS TOOL WORKS INC

Form 4

August 21, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/20/2007

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

GLENVIEW, IL 60026

4. If Amendment, Date Original
Filed(Month/Day/Year)

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/20/2007		M		300	A	\$ 27.9375	1,300	D
Common Stock	08/20/2007		S		300	D	\$ 54.345	1,000	D
Common Stock	08/20/2007		M		200	A	\$ 27.9375	1,200	D
Common Stock	08/20/2007		S		200	D	\$ 54.375	1,000	D
Common Stock	08/20/2007		M		100	A	\$ 27.9375	1,100	D

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Common Stock	08/20/2007	S	100	D	\$ 54.36	1,000	D	
Common Stock	08/20/2007	M	200	A	\$ 27.9375	1,200	D	
Common Stock	08/20/2007	S	200	D	\$ 54.41	1,000	D	
Common Stock	08/20/2007	M	1,000	A	\$ 27.9375	2,000	D	
Common Stock	08/20/2007	S	1,000	D	\$ 54.4	1,000	D	
Common Stock	08/20/2007	S	300	D	\$ 54.43	700	D	
Common Stock	08/20/2007	S	700	D	\$ 54.5	0	D	
Common Stock						877	I	See Footnote (1)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 27.9375	08/20/2007		M	300	12/15/2001 12/15/2010	Common Stock 5,800
Employee Stock Option	\$ 27.9375	08/20/2007		M	200	12/15/2001 12/15/2010	Common Stock 5,500

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Employee Stock Option	\$ 27.9375	08/20/2007	M	100	12/15/2001	12/15/2010	Common Stock	5,300
Employee Stock Option	\$ 27.9375	08/20/2007	M	200	12/15/2001	12/15/2010	Common Stock	5,200
Employee Stock Option	\$ 27.9375	08/20/2007	M	1,000	12/15/2001	12/15/2010	Common Stock	5,000

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).
- (1) Includes 877 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 30, 2007.

Remarks:

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