

ILLINOIS TOOL WORKS INC

Form 4

February 02, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRESH PHILIP M JR

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)
3600 W. LAKE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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

GLENVIEW, IL 60026-1215

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 Ownership (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	08/08/1998		A	0	A \$ 0 8,509	D	
Common Stock <u>(4)</u>	08/08/1998		A	0	A \$ 0 200	I	See Footnote <u>(4)</u>
Common Stock <u>(5)</u>	12/31/2005		A	21	A \$ 0 3,160	I	See Footnote <u>(5)</u>

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 ⁽⁶⁾	\$ 54.62	12/12/1997		A		12,000		12/12/1998	12/12/2007	Common Stock	12,000
Employee Stock Option ⁽⁶⁾	\$ 58.25	12/11/1998		A		12,000		12/11/1999	12/11/2008	Common Stock	12,000
Employee Stock Option ⁽⁶⁾	\$ 65.5	12/17/1999		A		12,000		12/17/2000	12/17/2009	Common Stock	12,000
Employee Stock Option ⁽⁶⁾	\$ 55.875	12/15/2000		A		38,000		12/15/2001	12/15/2010	Common Stock	38,000
Employee Stock Option ⁽⁶⁾	\$ 62.25	12/14/2001		A		40,000		12/14/2002	12/14/2011	Common Stock	40,000
Employee Stock Option ⁽⁶⁾	\$ 94.26	12/10/2004		A		40,000		12/10/2005	12/10/2014	Common Stock	40,000
Employee Stock Option ⁽⁷⁾	\$ 84.16	02/01/2006		A		40,000		12/07/2006	02/01/2016	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Executive Vice President

GRESH PHILIP M JR
3600 W. LAKE AVENUE
GLENVIEW, IL 60026-1215

Signatures

Philip M. Gresh, Jr. by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary
Attorney-In-Fact POA on File

02/02/2006

__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 grant of restricted stock that vested over a 3 year period: 12/16/03, 12/16/04, and 12/16/05.
- (2) Includes grant of restricted stock vesting over a 3 year period: 12/16/2004, 12/16/2005, and 12/18/2006.
- (3) 300 shares held in my brokerage account.
- (4) 200 shares held by my daughter to which I disclaim beneficial ownership.
- (5) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of December 31, 2005.
- (6) Options vesting four equal annual installments beginning one year from date of grant.
- (7) Options vest in four 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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