

FARRELL W JAMES
Form 4
March 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
FARRELL W JAMES

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2006

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

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

(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	(A) or (D)	Price			
Common Stock ⁽¹⁾	01/05/2006		G	V	356	D	\$ 89.32	67,492	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	02/06/2006		G	V	59	D	\$ 84.285	67,433	I	See Footnotes ⁽¹⁾
Common Stock ⁽¹⁾	03/17/2006		G	V	104	D	\$ 97.79	67,329	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	03/21/2006		M		100,000	A	\$ 54.62	167,329	I	See Footnotes

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<u>(6)</u>								<u>(1)</u> <u>(6)</u>
Common Stock <u>(1)</u>	03/21/2006	S	56,763	D	\$ 96,4447	110,566	I	See Footnote <u>(1)</u>
Common Stock <u>(2)</u>	08/08/1998	A	0	A	\$ 0	130,302	I	See Footnote <u>(2)</u>
Common Stock <u>(3)</u>	08/08/1998	A	0	A	\$ 0	7,141	I	See Footnote <u>(1)</u>
Common Stock <u>(4)</u> <u>(5)</u>	08/08/1998	A	0	D	\$ 0	68,724	D	

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.

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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Employee Stock Option <u>(6)</u>	\$ 54.62	03/21/2006		M	100,000	12/12/1998	12/12/2007	Common Stock	100,000
Employee Stock Option <u>(6)</u>	\$ 58.25	12/11/1998		A	100,000	12/11/1999	12/11/2008	Common Stock	100,000
Employee Stock Option <u>(6)</u>	\$ 65.5	12/17/1999		A	200,000	12/17/2000	12/17/2009	Common Stock	200,000
Employee Stock Option <u>(6)</u>	\$ 55.875	12/15/2000		A	412,000	12/15/2001	12/15/2010	Common Stock	412,000
Employee Stock	\$ 62.25	12/14/2001		A	400,000	12/14/2002	12/14/2011	Common Stock	400,000

