#### **ILLINOIS TOOL WORKS INC**

Form 4

December 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* ALDINGER WILLIAM F III

3600 WEST LAKE AVENUE

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

below)

ILLINOIS TOOL WORKS INC [ITW]

(Check all applicable)

(Last)

(City)

(Instr. 3)

(First)

(Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

(Month/Day/Year)

12/18/2006

(Street) 4. If Amendment, Date Original

(Zip)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

or

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GLENVIEW, IL 60026

2. Transaction Date 2A. Deemed 1.Title of Execution Date, if Security (Month/Day/Year)

(State)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

(Month/Day/Year)

Reported (A) Transaction(s) (Instr. 3 and 4) Price

Common

Stock (1) (2) 12/18/2006 (3) (4) (5)

Amount (D) 171 A

15,745

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number proof 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Phantom<br>Stock (4)<br>(6)                         | \$ 0  | 08/08/1998                              |   | A                                      | 1,126  | 08/08/1988   | 08/08/1988         | Common<br>Stock   | 2,218                                  |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| ALDINGER WILLIAM F III<br>3600 WEST LAKE AVENUE<br>GLENVIEW, IL 60026 | X             |           |         |       |  |  |

## **Signatures**

William F. Aldinger by James H. Wooten, Jr., Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

12/20/2006

Date

\*\*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) Includes deferred stock under the ITW Directors' Deferred Fee Plan.
- (2) Includes 200 shares held by my wife as to which I disclaim beneficial ownership.
- (3) Grant of 1,800 shares of restricted stock which have vested.
- (4) Shares received as a result of the two-for-one stock split on May 25, 2006.
- (5) This number was increased by 7,640 shares to reflect a correction due to a clerical error.

Represents units of phantom stock under the Phantom Stock Plan for non-officers directors as of December 31, 2005. Each unit is equal in value to one share of common stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the common stock reported as of November 30, 2006.

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.

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