

ILLINOIS TOOL WORKS INC

Form 4

March 23, 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 *
SUTHERLAND ALLAN 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)
3600 W. LAKE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. V.P. Leasing&Investments

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u> <u>(2)</u> <u>(5)</u>	03/21/2006		M	20,000 A \$ 62.25	46,324	D	
Common Stock <u>(1)</u> <u>(2)</u> <u>(5)</u>	03/21/2006		M	15,000 A \$ 55.875	61,324	D	
Common Stock <u>(1)</u> <u>(2)</u>	03/21/2006		S	35,000 D \$ 96.4808	26,324	D	
Common Stock <u>(3)</u>	08/08/1998		A	0 A \$ 0	1,484	I	See Footnote

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Common Stock ⁽⁴⁾	08/08/1998	A	0	A	\$ 0	250	I	⁽³⁾ See Footnote ⁽⁴⁾
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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option ⁽⁵⁾	\$ 65.5	12/17/1999		A	25,000	12/17/2000 12/17/2009	Common Stock	25
Employee Stock Option ⁽⁵⁾	\$ 55.875	03/21/2006		M	15,000	12/15/2001 12/15/2010	Common Stock	15
Employee Stock Option ⁽⁵⁾	\$ 62.25	03/21/2006		M	20,000	12/14/2002 12/14/2011	Common Stock	20
Employee Stock Option ⁽⁵⁾	\$ 94.26	12/10/2004		A	35,000	12/10/2005 12/10/2014	Common Stock	35
Employee Stock Option ⁽⁶⁾	\$ 84.16	02/01/2006		A	35,000	12/07/2006 02/01/2016	Common Stock	35

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SUTHERLAND ALLAN C 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215	Sr. V.P. Leasing&Investments

Signatures

Allan C. Sutherland by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary
Attorney-In-Fact POA on File

03/23/2006

__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) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of December 31, 2005.
- (4) Includes 250 shares held by me as custodian for my minor child under Illinois UGMCA.
- (5) These options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) Options vest in four (4) 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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