

ILLINOIS TOOL WORKS INC

Form 4

April 25, 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 *
HINDMAN CRAIG

(Last) (First) (Middle)

**ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE**

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ILLINOIS TOOL WORKS INC
[ITW]**

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Executive V.P.

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 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 <u>(1)</u> <u>(2)</u> <u>(4)</u>	04/21/2006		M		5,000	A	\$ 54.62 9,030
Common Stock <u>(1)</u> <u>(2)</u>	04/21/2006		S		5,000	D	\$ 102.78 4,030
Common Stock <u>(3)</u>	03/31/2006		A	1	A	\$ 0	2

See
Footnote
(3)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 54.62	04/21/2006		M		5,000		12/12/1998	12/12/2007	Common Stock	5,000
Employee Stock Option ⁽⁴⁾	\$ 58.25	12/11/1998		A		7,500		12/11/1999	12/11/2008	Common Stock	7,500
Employee Stock Option ⁽⁴⁾	\$ 65.5	12/17/1999		A		7,500		12/17/2000	12/17/2009	Common Stock	7,500
Employee Stock Option ⁽⁴⁾	\$ 55.875	12/15/2000		A		18,000		12/15/2001	12/15/2010	Common Stock	18,000
Employee Stock Option ⁽⁴⁾	\$ 62.25	12/14/2002		A		12,000		12/14/2002	12/14/2011	Common Stock	12,000
Employee Stock Option ⁽⁴⁾	\$ 94.26	12/10/2004		A		30,000		12/10/2005	12/10/2014	Common Stock	30,000
Employee Stock Option ⁽⁵⁾	\$ 84.16	02/01/2006		A		35,000		12/07/2006	02/01/2016	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HINDMAN CRAIG ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE	Executive V.P.

GLENVIEW, IL 60026

Signatures

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

04/25/2006

__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: 12/16/2003, 12/16/2004, and 12/16/2005.
- (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 March 31, 2006.
- (4) Options vest in four equal annual installments beginning one year from date of grant.
- (5) 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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