

ILLINOIS TOOL WORKS INC
Form 4
March 23, 2006

FORM 4

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

OMB APPROVAL

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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

(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
 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)
 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)		
			Code	V	Amount	(D)	Price		
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

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.

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)

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title 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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