

ILLINOIS TOOL WORKS INC

Form 4

February 02, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
FLAUM RUSSELL M

(Last) (First) (Middle)

3600 W. LAKE AVENUE

(Street)

GLENVIEW, IL 60026-1215

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ILLINOIS TOOL WORKS INC  
[ITW]3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/20064. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <u>(1)</u> <u>(2)</u> | 08/08/1998                              |                                                             | A                                    | 0                                                                          | A \$ 0 48,121                                                                                                      | D                                                                    |                                                                   |
| Common<br>Stock <u>(3)</u>            | 12/31/2005                              |                                                             | A                                    | 7                                                                          | A \$ 0 1,840                                                                                                       | I                                                                    | See<br>Footnote<br><u>(3)</u>                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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<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>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 54.62                                                              | 12/12/1997                              |                                                             | A                                       |                                                                                                              | 30,000                                                         |     | 12/12/1998                                                          | 12/12/2007         | Common<br>Stock | 30,000                              |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 58.25                                                              | 12/11/1998                              |                                                             | A                                       |                                                                                                              | 30,000                                                         |     | 12/11/1999                                                          | 12/11/2008         | Common<br>Stock | 30,000                              |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 65.5                                                               | 12/17/1999                              |                                                             | A                                       |                                                                                                              | 30,000                                                         |     | 12/17/2000                                                          | 12/17/2009         | Common<br>Stock | 30,000                              |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 55.875                                                             | 12/15/2000                              |                                                             | A                                       |                                                                                                              | 75,000                                                         |     | 12/15/2001                                                          | 12/15/2010         | Common<br>Stock | 75,000                              |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 62.25                                                              | 12/14/2001                              |                                                             | A                                       |                                                                                                              | 60,000                                                         |     | 12/14/2002                                                          | 12/14/2011         | Common<br>Stock | 60,000                              |
| Employee<br>Stock<br>Option <sup>(4)</sup>          | \$ 94.26                                                              | 12/10/2004                              |                                                             | A                                       |                                                                                                              | 40,000                                                         |     | 12/10/2005                                                          | 12/10/2014         | Common<br>Stock | 40,000                              |
| Employee<br>Stock<br>Option <sup>(5)</sup>          | \$ 84.16                                                              | 02/01/2006                              |                                                             | A                                       |                                                                                                              | 40,000                                                         |     | 12/07/2006                                                          | 02/01/2016         | Common<br>Stock | 40,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                          |       |
|-------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                  | Other |
| FLAUM RUSSELL M<br>3600 W. LAKE AVENUE<br>GLENVIEW, IL 60026-1215 |               |           | Executive Vice President |       |

## Signatures

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

02/02/2006

\_\_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) 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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