

SMITH HAROLD B
Form 4/A
June 18, 2007

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 *
SMITH HAROLD B

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)

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

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

3600 W. LAKE AVENUE

05/17/2007

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/21/2007

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

GLENVIEW, IL 60026

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/17/2007		S	5,829 D \$ 51.7	15,326,895	I	Trusts ⁽¹⁾ <u>(2) (3)</u>
Common Stock ⁽⁴⁾	05/18/2007		S	94,171 D \$ 51.4578	15,232,724	I	Trusts ⁽¹⁾ <u>(2) (3)</u>
Common Stock ⁽⁵⁾					581	D	

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

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number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HAROLD B 3600 W. LAKE AVENUE GLENVIEW, IL 60026		X		

Signatures

Harold B. Smith by James H. Wooten, Jr. Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

06/18/2007

__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) 787,710 shares held in a revocable trust created by me. This number was increased by 1,800 shares that were transferred from direct ownership to a trust (900 shares on 8/25/06 and 900 shares on 9/25/06). This number was also increased by 220 shares that were inadvertently recorded as a gift on 11/17/06. This number was further increased by 10,250 due to mathematical error in prior footnote 1s and a 2-for-1 stock split.
 - (2) 13,783,854 shares held in trusts of which I am a co-trustee and have a direct beneficial interest. This number was increased by 240,000 due to mathematical error in prior footnote 2s and a 2-for-1 stock split. In addition, the number of shares sold on 7/26/04 inaccurately reflected 516,427, instead of actual shares sold of 510,997.
 - (3) 661,160 shares held in two trusts of which I am a co-trustee and have a contingent beneficial interest.
 - (4) A sale of 1,271 shares on 5/17/07 and a sale of 20,529 shares on 5/18/07 were erroneously attributed to me and have been deleted.
 - (5) This number has been decreased by 1,800 shares. The shares were transferred to a trust under prior footnote 1s (900 shares transferred on 8/25/06 and 900 shares transferred on 9/25/06).

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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