

ILLINOIS TOOL WORKS INC

Form S-8 POS

August 13, 2007

As filed with the Securities and Exchange Commission on August 13, 2007

Registration No. 333-75767

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 2
TO
FORM S-8**

Registration Statement

Under

The Securities Act of 1933

Illinois Tool Works Inc.

(Exact name of registrant as specified in its charter)

—

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)
3600 WEST LAKE AVENUE

36-1258310

(I.R.S. Employer
Identification No.)

GLENVIEW, ILLINOIS 60026-1215

(Address of Principal Executive Offices, including Zip Code)

ILLINOIS TOOL WORKS INC. Non-Officer Directors' Fee Conversion Plan

(Full title of the plan)

James H. Wooten, Jr.

Senior Vice President, General Counsel & Corporate Secretary

Illinois Tool Works Inc.

3600 West Lake Avenue

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Glenview, Illinois 60026-1215

(Name and address of agent for service)

(847) 724-7500

(Telephone number, including area code, of agent for service)

With a copy to:

Dewey Crawford

Foley & Lardner LLP

321 N. Clark St. Suite 2800

Chicago, Illinois 60610

(312) 832-4500

EXPLANATORY NOTE

Illinois Tool Works Inc. (the Registrant) filed a Registration Statement on Form S-8 on April 6, 1999 (File No. 333-75767) which registered 50,000 shares of common stock, par value \$.01 per share (Common Stock), of the Registrant reserved for issuance pursuant to the Illinois Tool Works Inc. Non-Officer Directors Fee Conversion Plan (the Fee Conversion Plan).

On February 10, 2006, the Registrant's Board of Directors approved, subject to stockholder approval, the incorporation by merger of the non-deferral provisions of the Fee Conversion Plan into the Illinois Tool Works Inc. 2006 Stock Incentive Plan (the Stock Incentive Plan). The Stock Incentive Plan was approved by the Registrant's stockholders at its Annual Meeting of Stockholders on May 5, 2006.

On May 4, 2007, the Registrant's Board of Directors authorized the filing of this Post-Effective Amendment No. 2 to the Registration Statement to deregister an aggregate of 38,544 shares of Common Stock previously reserved for issuance under the Fee Conversion Plan. All of the 38,544 shares deregistered by this Post-Effective Amendment No. 2 are concurrently being registered on a registration statement on Form S-8 for the Stock Incentive Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Post-Effective Amendment No. 2 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Glenview, State of Illinois, on August 10, 2007.

ILLINOIS TOOL WORKS INC.

By: /s/ James H. Wooten, Jr.

James H. Wooten, Jr.,

Senior Vice President, General Counsel &

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Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 has been signed by the following persons in the capacities indicated on August 10, 2007.

	<u>SIGNATURE</u>	<u>TITLE</u>
	<u>/s/ David B. Speer *</u> David B. Speer	Chairman & Chief Executive Officer & Director (Principal Executive Officer)
	<u>/s/ Ronald D. Kropp *</u> Ronald D. Kropp	Senior Vice President & Chief Financial Officer (Principal Financial & Accounting Officer)
William F. Aldinger	<u>/s/ William F. Aldinger *</u>	Director
Michael J. Birck	<u>/s/ Michael J. Birck *</u>	Director
Marvin D. Brailsford	<u>/s/ Marvin D. Brailsford *</u>	Director
Susan Crown	<u>/s/ Susan Crown *</u>	Director
Don H. Davis, Jr.	<u>/s/ Don H. Davis, Jr. *</u>	Director
Robert C. McCormack	<u>/s/ Robert C. McCormack *</u>	Director
Robert S. Morrison	<u>/s/ Robert S. Morrison *</u>	Director
James A. Skinner	<u>/s/ James A. Skinner *</u>	Director
Harold B. Smith	<u>/s/ Harold B. Smith *</u>	Director

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*By: /s/ James H. Wooten, Jr.
James H. Wooten, Jr.

Senior Vice President, General Counsel &
Corporate Secretary

* Attorney-in-Fact, pursuant to Power of Attorney dated May 4, 2007.