

HINDMAN CRAIG

Form 4

February 02, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HINDMAN CRAIG

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)  
ILLINOIS TOOL WORKS  
INC., 3600 WEST LAKE AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive V.P.

(Street)  
GLENVIEW, IL 60026

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock <u>(1)</u> <u>(2)</u>	08/08/1998		A	0	A \$ 0 4,030	D	
Common Stock <u>(3)</u>	12/31/2005		A	1	A \$ 0 1	I	See Footnote <u>(3)</u>

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

**Persons who respond to the collection of  
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SEC 1474  
(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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(4)</sup>	\$ 54.62	12/12/1997		A		7,500		12/12/1998	12/12/2007	Common Stock	7,500
Employee Stock Option <sup>(4)</sup>	\$ 58.25	12/11/1998		A		7,500		12/11/1999	12/11/2008	Common Stock	7,500
Employee Stock Option <sup>(4)</sup>	\$ 65.5	12/17/1999		A		7,500		12/17/2000	12/17/2009	Common Stock	7,500
Employee Stock Option <sup>(4)</sup>	\$ 55.875	12/15/2000		A		18,000		12/15/2001	12/15/2010	Common Stock	18,000
Employee Stock Option <sup>(4)</sup>	\$ 62.25	12/14/2002		A		12,000		12/14/2002	12/14/2011	Common Stock	12,000
Employee Stock Option <sup>(4)</sup>	\$ 94.26	12/10/2004		A		30,000		12/10/2005	12/10/2014	Common Stock	30,000
Employee Stock Option <sup>(5)</sup>	\$ 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 GLENVIEW, IL 60026			Executive V.P.	

## Signatures

Craig Hindman 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: 12/16/2003, 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 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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