

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1 to Form 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2006

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number 1-4797

ILLINOIS TOOL WORKS INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

36-1258310
(I.R.S. Employer
Identification No.)

3600 W. Lake Avenue, Glenview, Illinois
(Address of Principal Executive Offices)

60026-1215
(Zip Code)

Registrant's telephone number, including area code: **(847) 724-7500**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock

Name of Each Exchange on Which Registered
New York Stock Exchange
Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2006 was approximately \$19,700,000,000 based on the New York Stock Exchange closing sales price as of June 30, 2006.

Shares of Common Stock outstanding at January 31, 2007 — 558,822,857.

Documents Incorporated by Reference

2006 Annual Report to Stockholders

2007 Proxy Statement for Annual Meeting of Stockholders to be held on May 4, 2007

Parts I, II, IV

Part III

EXPLANATORY NOTE

This Amendment No. 1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2006 is being filed to correct a typographical error in the aggregate market value of the voting stock held by non-affiliates on the cover page. The amount originally reported was \$19,700,000 and is correctly stated at \$19,700,000,000.

In addition, we have filed the following exhibits herewith:

31 Rule 13a-14(a) Certification.

Except as described above, no other changes have been made to the original filing and this Form 10-K/A does not amend, update or change the financial statements or any other items or disclosures in the original filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 5th day of April 2007.

ILLINOIS TOOL WORKS INC.

By: /s/ RONALD D. KROPP

Ronald D. Kropp

Senior Vice President and Chief Financial Officer

Rule 13a-14(a) Certification

I, David B. Speer, certify that:

1. I have reviewed this report on Form 10-K/A of Illinois Tool Works Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: April 5, 2007

/s/ David B. Speer

David B. Speer

Chairman and Chief Executive Officer

Rule 13a-14(a) Certification

I, Ronald D. Kropp, certify that:

1. I have reviewed this report on Form 10-K/A of Illinois Tool Works Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: April 5, 2007

/s/ Ronald D. Kropp
Ronald D. Kropp
Senior Vice President and Chief Financial Officer