Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

ILLINOIS T Form 4	OOL WORKS II	NC									
December 17	Л	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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								OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5	
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed put inue.										
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> FARRELL W JAMES			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)	ast) (First) (Middle)			f Earliest T Day/Year) 2004	ransaction			X Director 10% Owner X Officer (give title Other (specify below) below) Chairman & CEO			
(Street)			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)	Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Code (Instr. 3, 4 and 5)) (Instr. 8) (A) or			l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	08/08/1998			A	0	A	\$ 0	141,413	I	See Footnotes (1) (2)	
$\begin{array}{c} \text{Common} \\ \text{Stock} \ \underline{(3)} \ \underline{(4)} \\ \underline{(5)} \end{array}$	12/16/2004			F	22,951	D	\$ 91.98	207,825	D		

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

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Option <u>(6)</u>	\$ 54.62	12/12/1997		А	100,000	12/12/1998	12/12/2007	Common Stock	100,0
Employee Stock Option <u>(6)</u>	\$ 58.25	12/11/1998		А	100,000	12/11/1999	12/11/2008	Common Stock	100,0
Employee Stock Option <u>(6)</u>	\$ 65.5	12/17/1999		А	200,000	12/17/2000	12/17/2009	Common Stock	200,0
Employee Stock Option <u>(6)</u>	\$ 55.875	12/15/2000		А	412,000	12/15/2001	12/15/2010	Common Stock	412,0
Employee Stock Option <u>(6)</u>	\$ 62.25	12/14/2001		А	400,000	12/14/2002	12/14/2011	Common Stock	400,0
Employee Stock Option	\$ 92.04	09/17/2004		А	23,069	09/17/2005	12/15/2010	Common Stock	23,06
Employee Stock Option <u>(6)</u>	\$ 94.26	12/10/2004		А	400,000	12/10/2005	12/10/2014	Common Stock	400,0

Reporting Owners

Reporting Owner Name / Address		Re	lationships	
	Director 10% Owner		Officer	Other
FARRELL W JAMES				
	Х		Chairman & CEO	

Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA 00 File 12/17/2004

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**Signature of Reporting Person

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) 7,436 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,043 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 12/8/04...
- (4) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06
- (6) Options vest in four equal annual installments beginning one year from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.