

ILLINOIS TOOL WORKS INC

Form 4

July 28, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O ILLINOIS TOOL WORKS
INC, 3600 WEST LAKE AVENUE

(Street)

GLENVIEW, IL 60025

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading
Symbol

ILLINOIS TOOL WORKS INC
[ITW]

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

07/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

 Form filed by One Reporting Person Form filed by More than One Reporting
Person**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)
				Code	V Amount (A) or (D) Price			
Common Stock	07/26/2005		S	41,600	D \$ 85.85	8,818,009	I	See Footnotes <u>(1) (2) (3)</u>
Common Stock	07/26/2005		S	300	D \$ 85.87	8,817,709	I	See Footnotes <u>(1) (2) (3)</u>
Common Stock	07/26/2005		S	2,100	D \$ 85.89	8,815,609	I	See Footnotes <u>(1) (2) (3)</u>
Common	07/26/2005		S	6,000	D \$	8,809,609	I	See

Stock						85.86				Footnotes (1) (2) (3)
Common Stock <u>(4)</u>	08/08/1998		A	0	A	\$ 0	900		D	

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH HAROLD B C/O ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60025			X	

Signatures

Harold B. Smith by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File 07/27/2005

**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) 469,602 shares held in a revocable trust created by me.

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- (2) 8,059,427 shares held in a trust of which I am a co-trustee and have a direct beneficial interest.
- (3) 330,580 shares held in a trust of which I am a co-trustee and have a contingent beneficial interest.
- (4) Grant of 900 shares of Restricted Stock 2/11/04 vesting as follows: 450 shares 1/3/2005 and 450 shares 1/2/2006.

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.