

ILLINOIS TOOL WORKS INC  
 Form 4  
 December 20, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ZENTMYER HUGH J

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)  
 3600 W. LAKE AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/16/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

GLENVIEW, IL 60026-1215

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock <u>(1)</u> <u>(2)</u>	12/16/2005		F	3,634 D \$ 90.17	12,561	D	
Common Stock <u>(3)</u>	08/30/2005		A	0 A \$ 0	11,014	I	See Footnote <u>(3)</u>
Common Stock <u>(4)</u>	08/30/2005		A	0 A \$ 0	7,875	I	See Footnote <u>(4)</u>
Common Stock <u>(5)</u>	09/30/2005		A	0 A \$ 0	325	I	See Footnote <u>(5)</u>



## 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 vesting over 3 year period: 12/16/2003, 12/16/2004, 12/16/2005.
- (2) Includes grant of restricted stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) These shares, previously reported as directly owned by the reporting person, were transferred to a trust established by the reporting person's spouse.
- (4) Includes 7,875 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 9/30/2005. These shares were previously reported as directly owned.
- (5) Includes 325 shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest. These shares were previously reported as directly owned.
- (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.