

ILLINOIS TOOL WORKS INC  
Form 4  
November 18, 2004

**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 *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
CALLAHAN ROBERT T			ILLINOIS TOOL WORKS INC [ITW]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	____ Director <input checked="" type="checkbox"/> Officer (give title below)
			11/18/2004	____ 10% Owner ____ Other (specify below) Sr. V. P. Human Resources
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	11/18/2004		M		1,500	A	\$ 54.62
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	11/18/2004		S		1,500	D	\$ 95

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(4)</sup>	\$ 54.62	11/18/2004		D			1,500	12/12/1998	12/12/2007	Common Stock	1,500
Employee Stock Option <sup>(4)</sup>	\$ 58.25	12/11/1998		A		6,000		12/11/1999	12/11/2008	Common Stock	6,000
Employee Stock Option <sup>(4)</sup>	\$ 65.5	12/17/1999		A		7,000		12/17/2000	12/17/2009	Common Stock	7,000
Employee Stock Option <sup>(4)</sup>	\$ 55.875	12/15/2000		A		17,000		12/15/2001	12/15/2010	Common Stock	17,000
Employee Stock Option <sup>(4)</sup>	\$ 62.25	12/14/2001		A		15,000		12/14/2002	12/14/2011	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLAHAN ROBERT T				
			Sr. V. P. Human Resources	

## Signatures

Robert T. Callahan by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact  
POA on File

11/18/2004

\_\_\_\_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 shares of restricted stock vesting over 3 year period: 12/16/2003, 12/16/2004, 12/16/2005

(2)

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Includes 1,592 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of November 16, 2004.

(3) Includes shares of Restricted Vesting Over 3 year Period: 12/16/2004, 12/16/2005, 12/18/2006

(4) 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.

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