

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option ⁽⁶⁾	\$ 54.62	12/12/1997		A		100,000		12/12/1998	12/12/2007	Common Stock	100,000
Employee Stock Option ⁽⁶⁾	\$ 58.25	12/11/1998		A		100,000		12/11/1999	12/11/2008	Common Stock	100,000
Employee Stock Option ⁽⁶⁾	\$ 65.5	12/17/1999		A		200,000		12/17/2000	12/17/2009	Common Stock	200,000
Employee Stock Option ⁽⁶⁾	\$ 55.875	12/15/2000		A		412,000		12/15/2001	12/15/2010	Common Stock	412,000
Employee Stock Option ⁽⁶⁾	\$ 62.25	12/14/2001		A		400,000		12/14/2002	12/14/2011	Common Stock	400,000
Employee Stock Option	\$ 92.04	09/17/2004		A		23,069		09/17/2005	12/15/2010	Common Stock	23,069
Employee Stock Option ⁽⁶⁾	\$ 94.26	12/10/2004		A		400,000		12/10/2005	12/10/2014	Common Stock	400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRELL W JAMES	X		Chairman & CEO	

Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

03/01/2005

__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) 48,640 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,065 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 2/28/2005.
- (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.