

ILLINOIS TOOL WORKS INC

Form 4

February 28, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PTAK FRANK S

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice Chairman

(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)

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 <u>(1)</u> <u>(2)</u>	02/24/2005		M		15,200	A	\$ 30.125 69,100
Common Stock <u>(1)</u> <u>(2)</u>	02/24/2005		S		15,200	D	\$ 90 53,900
Common Stock <u>(1)</u> <u>(2)</u>	02/25/2005		M		8,900	A	\$ 30.125 62,800
Common Stock <u>(1)</u>	02/25/2005		S		8,900	D	\$ 90 53,900

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(2)

Common Stock <u>(1)</u>	02/25/2005	M	35,900	A	\$ 30.125	89,800	D
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(2)

Common Stock <u>(1)</u>	02/25/2005	S	35,900	D	\$ 89.9416	53,900	D
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(2)

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

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(9-02)

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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option <u>(3)</u>	\$ 30.125	02/24/2005		M	60,000	12/08/1996 12/08/2005	Common Stock
Employee Stock Option <u>(3)</u>	\$ 54.62	12/12/1997		A	50,000	12/12/1998 12/12/2007	Common Stock
Employee Stock Option <u>(3)</u>	\$ 58.25	12/11/1998		A	60,000	12/11/1999 12/11/2008	Common Stock
Employee Stock Option <u>(3)</u>	\$ 65.5	12/17/1999		A	100,000	12/17/2000 12/17/2009	Common Stock
Employee Stock Option <u>(3)</u>	\$ 55.875	12/15/2000		A	230,000	12/15/2001 12/15/2010	Common Stock
Employee Stock Option <u>(3)</u>	\$ 62.25	12/14/2001		A	200,000	12/14/2002 12/14/2011	Common Stock
Employee Stock Option <u>(3)</u>	\$ 94.26	12/10/2004		A	200,000	12/10/2005 12/10/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PTAK FRANK S			Vice Chairman	

Signatures

Frank S. Ptak by S. S. Hudnut, Sr. V. P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

02/28/2005

__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) Includes Grant of Restricted Stock vesting over three 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) 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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