

ILLINOIS TOOL WORKS INC

Form 4

October 04, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HUDNUT STEWART 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)
3600 W. LAKE AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. V.P., Gen. Counsel & Sec.

GLENVIEW, IL 60026-1215

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 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)
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	09/30/2005		F	4,306 D	\$ 81.595	28,870	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Employee Stock Option ⁽⁴⁾	\$ 54.62	12/11/1997		A		10,000	12/12/1998 12/12/2007	Common Stock 10,000
Employee Stock Option ⁽⁴⁾	\$ 58.25	12/11/1998		A		20,000	12/11/1999 12/11/2008	Common Stock 20,000
Employee Stock Option ⁽⁴⁾	\$ 65.5	12/17/1999		A		25,000	12/17/2000 12/17/2009	Common Stock 25,000
Employee Stock Option ⁽⁴⁾	\$ 55.875	12/15/2000		A		60,000	12/15/2001 12/15/2010	Common Stock 60,000
Employee Stock Option ⁽⁴⁾	\$ 62.25	12/14/2001		A		50,000	12/14/2002 12/14/2011	Common Stock 50,000
Employee Stock Option ⁽⁴⁾	\$ 94.26	12/10/2004		A		50,000	12/10/2005 12/10/2014	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HUDNUT STEWART S 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215	Sr. V.P., Gen. Counsel & Sec.

Signatures

/s/ Stewart S. Hudnut Power of Attorney
On File 10/04/2005

 **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 3 year period: 12/16/2003, 12/16/2004, 12/16/2005. The remaining grant originally due to vest on 12/16/2005 vested on September 30, 2005, Mr. Hudnut's retirement date.
- (2) Includes grant of restricted stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006. The remaining grants originally due to vest on 12/16/2005 and 12/18/2006 vested on September 30, 2005, Mr. Hudnut's retirement date.
- (3) Includes 848 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported is as of 9/16/2005.
- (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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