

ILLINOIS TOOL WORKS INC

Form 4

October 27, 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
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOOTEN JAMES H

(Last) (First) (Middle)

**ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE**

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ILLINOIS TOOL WORKS INC
[ITW]**

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	10/26/2005		M		3,000	A	\$ 30.125
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	10/26/2005		S		3,000	D	\$ 82.39

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**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 30.125	10/26/2005		M		3,000		12/08/1996	12/08/2005	Common Stock	3,000
Employee Stock Option ⁽⁴⁾	\$ 54.62	12/12/1997		A		6,000		12/12/1998	12/12/2007	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 58.25	12/11/1998		A		6,000		12/11/1999	12/11/2008	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 65.5	12/17/1999		A		6,000		12/17/2000	12/17/2009	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 55.875	12/15/2000		A		15,000		12/15/2001	12/15/2010	Common Stock	15,000
Employee Stock Option ⁽⁴⁾	\$ 62.25	12/14/2001		A		13,000		12/14/2002	12/14/2011	Common Stock	13,000
Employee Stock Option ⁽⁴⁾	\$ 94.26	12/10/2004		A		8,000		12/10/2005	12/10/2014	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOOTEN JAMES H ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			VP, Gen. Counsel & Secretary	

Signatures

/s/ James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on
File

10/27/2005

__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 shares of restricted stock vesting 12/16/2005.
- (2) Includes grant of restricted stock vesting 12/16/2005, 12/18/2006.
- (3) Includes 1,434 shares of Common Stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information Reported as of October 26, 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.

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.