

ILLINOIS TOOL WORKS INC
Form 4
December 17, 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 *
SPEER DAVID B

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)
PO BOX 94242
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

PALATINE, IL 60094-4242

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ ⁽²⁾ ₍₃₎ | 12/16/2004 | | F | 3,278 D | \$ 91.98 | 34,138 D | |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Number Shares |
| Employee Stock Option ⁽⁴⁾ | \$ 54.62 | 12/12/1997 | | A | 30,000 | 12/12/1998 12/12/2007 | Common Stock | 30,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 58.25 | 12/11/1998 | | A | 30,000 | 12/11/1999 12/11/2008 | Common Stock | 30,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 65.5 | 12/17/1999 | | A | 30,000 | 12/17/2000 12/17/2009 | Common Stock | 30,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 55.875 | 12/15/2000 | | A | 75,000 | 12/15/2001 12/15/2010 | Common Stock | 75,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 62.25 | 12/14/2001 | | A | 60,000 | 12/14/2002 12/14/2011 | Common Stock | 60,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 94.26 | 12/10/2004 | | A | 150,000 | 12/10/2005 12/10/2014 | Common Stock | 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPEER DAVID B PO BOX 94242 PALATINE, IL 60094-4242 | | | Executive Vice President | |

Signatures

David B. Speer by S. S. Hudnut, Sr. V. P., Gen. Counsel & Secretary Attorney-In-Fact POA on File 12/17/2004

**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 Grant of Restricted Stock vesting over three year period: 12/16/2003, 12/16/2004, 12/16/2005

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- (2) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) Includes 870 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/9/2004..
- (4) These options vest in four (4) 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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