

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 *
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)

(Street)

(City) (State) (Zip)

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

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

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

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	2,704 D	\$ 91.98	43,668	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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 54.62	12/11/1997		A		10,000		12/12/1998	12/12/2007	Cpmmon 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				Sr. V.P., Gen. Counsel & Sec.

Signatures

/s/ Stewart S. Hudnut Power of Attorney
 On File
 **Signature of Reporting Person
 Date 12/17/2004

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.
- (2) Includes grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) Includes 840 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/8/2004..
- (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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