

FARRELL W JAMES
Form 4
November 01, 2004

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

OMB APPROVAL

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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 *
FARRELL W JAMES

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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

(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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Common Stock | 10/26/2004 | | G | 480 | D | \$ 89.54 | 148,740 | I |
| Common Stock ⁽³⁾ ⁽⁴⁾ ₍₅₎ | 08/08/1998 | | A | 0 | A | \$ 0 | 230,776 | D |

See Footnotes (1) (2)

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

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SEC 1474 (9-02)

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|--------------|-------------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Employee Stock Option ⁽⁶⁾ | \$ 54.62 | 12/12/1997 | | A | | 100,000 | | 12/12/1998 | 12/12/2007 | Common Stock | 100,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 58.25 | 12/11/1998 | | A | | 100,000 | | 12/11/1999 | 12/11/2008 | Common Stock | 100,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 65.5 | 12/17/1999 | | A | | 200,000 | | 12/17/2000 | 12/17/2009 | Common Stock | 200,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 55.875 | 12/15/2000 | | A | | 412,000 | | 12/15/2001 | 12/15/2010 | Common Stock | 412,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 62.25 | 12/14/2001 | | A | | 400,000 | | 12/14/2002 | 12/14/2011 | Common Stock | 400,000 |
| Employee Stock Option | \$ 92.04 | 09/17/2004 | | A | | 23,069 | | 09/17/2005 | 12/15/2010 | Common Stock | 23,069 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| FARRELL W JAMES | | | X | Chairman & CEO |

Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

11/01/2004

 **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) 14,763 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,043 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 10/29/04.
- (4) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06
- (6) 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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