



**Edgar Filing: GRESH PHILIP M JR - Form 4**

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 <sup>(5)</sup>	\$ 54.62	12/12/1997		A	12,000	12/12/1998 12/12/2007	Common Stock 12,000
Employee Stock Option <sup>(5)</sup>	\$ 58.25	12/11/1998		A	12,000	12/11/1999 12/11/2008	Common Stock 12,000
Employee Stock Option <sup>(5)</sup>	\$ 65.5	12/17/1999		A	12,000	12/17/2000 12/17/2009	Common Stock 12,000
Employee Stock Option <sup>(5)</sup>	\$ 55.875	12/15/2000		A	38,000	12/15/2001 12/15/2010	Common Stock 38,000
Employee Stock Option <sup>(5)</sup>	\$ 62.25	12/14/2001		A	40,000	12/14/2002 12/14/2011	Common Stock 40,000
Employee Stock Option <sup>(5)</sup>	\$ 94.26	12/10/2004		A	40,000	12/10/2005 12/10/2014	Common Stock 40,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRESH PHILIP M JR			Executive Vice President	

**Signatures**

Philip M. Gresh by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File 12/13/2004

\*\*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 3 year period: 12/16/03, 12/16/04, 12/16/05
- (2) Includes grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.
- (3) 200 shares held by my daughter to which I disclaim beneficial ownership.
- (4) 3,056 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 12/8/2004.
- (5) Options vesting 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.