

Edgar Filing: ILLINOIS TOOL WORKS INC - 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 ⁽³⁾ | \$ 72.3 | 08/21/2003 | | A | | 8,911 | | 08/21/2004 | 12/12/2007 | Common Stock | 8,911 |
| Employee Stock Option ⁽³⁾ | \$ 92.71 | 06/22/2004 | | A | | 4,798 | | 06/22/2005 | 12/12/2007 | Common Stock | 4,798 |
| Employee Stock Option ⁽³⁾ | \$ 65.5 | 12/17/1999 | | A | | 30,000 | | 12/17/2000 | 12/17/2009 | Common Stock | 30,000 |
| Employee Stock Option ⁽³⁾ | \$ 55.875 | 12/15/2000 | | A | | 72,500 | | 12/15/2001 | 12/15/2010 | Common Stock | 72,500 |
| Employee Stock Option ⁽³⁾ | \$ 62.25 | 12/14/2001 | | A | | 60,000 | | 12/14/2002 | 12/14/2011 | Common Stock | 60,000 |
| Employee Stock Option ⁽³⁾ | \$ 94.26 | 12/10/2004 | | A | | 75,000 | | 12/10/2005 | 12/10/2014 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KINNEY JON C | | | | |
| | | | Sr. V.P. & CFO | |

Signatures

Jon C. Kinney 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 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) 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.

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.