

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 54.62	11/18/2004		D			1,500	12/12/1998	12/12/2007	Common Stock	1,500
Employee Stock Option ⁽⁴⁾	\$ 58.25	12/11/1998		A		6,000		12/11/1999	12/11/2008	Common Stock	6,000
Employee Stock Option ⁽⁴⁾	\$ 65.5	12/17/1999		A		7,000		12/17/2000	12/17/2009	Common Stock	7,000
Employee Stock Option ⁽⁴⁾	\$ 55.875	12/15/2000		A		17,000		12/15/2001	12/15/2010	Common Stock	17,000
Employee Stock Option ⁽⁴⁾	\$ 62.25	12/14/2001		A		15,000		12/14/2002	12/14/2011	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALLAHAN ROBERT T				
			Sr. V. P. Human Resources	

Signatures

Robert T. Callahan by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact
POA on File

11/18/2004

__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 shares of restricted stock vesting over 3 year period: 12/16/2003, 12/16/2004, 12/16/2005

(2)

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Includes 1,592 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of November 16, 2004.

(3) Includes shares of Restricted Vesting Over 3 year Period: 12/16/2004, 12/16/2005, 12/18/2006

(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.

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.