ILLINOIS TOOL WORKS INC

Form 4

December 17, 2004

FORM 4

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

OMB Number:

3235-0287

if no longer subject to

Check this box

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CALLAHAN ROBERT T			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) (N	fiddle)	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004			DirectorX Officer (give below) Sr. V. P.		Owner er (specify		
(City)	(Street)	(Zip)	4. If Amendment, Date Original Filed(Month/Day/Year) Table L. Non-Derivative Securities Aco			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person uired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/E	ned n Date, if	3. Transactic Code (Instr. 8)	4. Securi	ties A ispose	cquired d of (D)	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
Common Stock (1) (2) (3)	12/16/2004			F	986	D	\$ 91.98	11,614	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	\$ 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
Employee Stock Option (4)	\$ 94.26	12/10/2004		A	30,000	12/10/2005	12/10/2014	Common Stock	30,000

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

**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) Includes 1,600 shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of December 8, 2004.

Reporting Owners 2

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- (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.