ILLINOIS TOOL WORKS INC

Form 4

December 17, 2004

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A HUDNUT S	Symbol	ILLINOIS TOOL WORKS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004			DirectorX Officer (give below) Sr. V.P., C		Owner r (specify Sec.	
(City)	(Street)	Filed(Mc	endment, Dai onth/Day/Year)			rities A <i>c</i> aa	6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person uired, Disposed of	One Reporting Per Tore than One Rep	rson porting
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transactio Code	4. Securi	ties A ispose 4 and (A) or	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)	
Common Stock (1) (2) (3)	12/16/2004		F	2,704	D	\$ 91.98	43,668	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 54.62	12/11/1997		A	10,000	12/12/1998	12/12/2007	Cpmmon Stock	10,000
Employee Stock Option (4)	\$ 58.25	12/11/1998		A	20,000	12/11/1999	12/11/2008	Common Stock	20,000
Employee Stock Option (4)	\$ 65.5	12/17/1999		A	25,000	12/17/2000	12/17/2009	Common Stock	25,000
Employee Stock Option (4)	\$ 55.875	12/15/2000		A	60,000	12/15/2001	12/15/2010	Common Stock	60,000
Employee Stock Option (4)	\$ 62.25	12/14/2001		A	50,000	12/14/2002	12/14/2011	Common Stock	50,000
Employee Stock Option (4)	\$ 94.26	12/10/2004		A	50,000	12/10/2005	12/10/2014	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
HUDNUT STEWART S						
			Sr. V.P., Gen. Counsel & Sec.			

Signatures

/s/ Stewart S. Hudnut Power of Attorney
On File

**Signature of Reporting Person

Date

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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) Includes 840 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/8/2004..
- (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.