ILLINOIS TOOL WORKS INC

Form 4

December 17, 2004

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RINGLER JAMES M

2. Issuer Name and Ticker or Trading Symbol

ILLINOIS TOOL WORKS INC

[ITW]

3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004

CORN PRODUCTS INTERNATIONAL, 5 WESTBROOK CORPORATE **CENTER**

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

Issuer

below)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice Chairman

WESTCHESTER, IL 60154

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if Code any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount

Common

Security

(Instr. 3)

Stock (1) (2) 12/16/2004 (3)

F

4,098 D

10,288

D

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

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SEC 1474

(9-02)

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10% Owner

Other (specify

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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)		rative Expiration Date rities (Month/Day/Year) rired (A) or ssed of (D)		te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Employee Stock Option (4)	\$ 39.91	11/23/2004		M		910	11/23/1999	08/05/2007	Common Stock	910
Employee Stock Option (4)	\$ 37.06	11/23/1999		A	80,810		11/23/1999	08/04/2008	Common Stock	80,81
Employee Stock Option (4)	\$ 41.76	11/23/1999		A	48,486		11/23/1999	12/09/2008	Common Stock	48,48
Employee Stock Option (4)	\$ 46.59	11/23/1999		A	80,810		11/23/1999	08/03/2009	Common Stock	80,81
Employee Stock Option (5)	\$ 55.875	12/15/2000		A	75,000		12/15/2001	12/15/2010	Common Stock	75,00
Employee Stock Option (5)	\$ 62.25	12/14/2001		A	75,000		12/14/2002	12/14/2011	Common Stock	75,00

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RINGLER JAMES M CORN PRODUCTS INTERNATIONAL 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154

Vice Chairman

Signatures

James M. Ringler by Stewart S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA On File

12/17/2004

**Signature of Reporting Person

Date

Reporting Owners 2

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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 three year period: 12/16/03, 12/16/04, 12/16/05.
- (2) Grant of 16,666 shares of Restricted Stock January 2, 2004 vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) Includes 14,434 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/16/04 (includes shares formerly held in Premark International Inc. Retirement Savings Plan).
- (4) Options received for Premark Options pursuant to merger with ITW.
- (5) 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.