ILLINOIS TOOL WORKS INC

Form 4

December 20, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 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 * ZENTMYER HUGH J			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) (Middle) 3600 W. LAKE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/16/2005	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
GLENVIEW,	IL 60026-12	15 (Zip)		Form filed by More than One Reporting Person

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1) (2)	12/16/2005		F	3,634	D	\$ 90.17	12,561	D	
Common Stock (3)	08/30/2005		A	0	A	\$ 0	11,014	I	See Footnote (3)
Common Stock (4)	08/30/2005		A	0	A	\$ 0	7,875	I	See Footnote (4)
Common Stock (5)	09/30/2005		A	0	A	\$ 0	325	I	See Footnote

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 or Derivative Securities Acquire (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da d (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S	
Employee Stock Option (6)	\$ 30.125	11/17/2005		M	24,00	0 12/08/1996	5 12/08/2005	Common Stock	24	
Employee Stock Option (6)	\$ 55.875	12/15/2000		A	60,000	12/15/2001	12/15/2010	Common Stock	60	
Employee Stock Option (6)	\$ 62.25	12/14/2001		A	50,000	12/14/2002	2 12/14/2011	Common Stock	50	
Employee Stock Option (6)	\$ 94.26	12/10/2004		A	40,000	12/10/2005	5 12/10/2014	Common Stock	40	

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
ZENTMYER HUGH I					

3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215

Executive Vice President

Signatures

Hugh J. Zentmyer by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

12/20/2005

**Signature of Reporting Person

Date

Reporting Owners 2

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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) These shares, previously reported as directly owned by the reporting person, were transferred to a trust established by the reporting person's spouse.
- (4) Includes 7,875 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 9/30/2005. These shares were previously reported as directly owned.
- (5) Includes 325 shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest. These shares were previously reported as directly owned.
- (6) 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.