

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽³⁾	\$ 58.25	12/11/1998		A	10,000	12/11/1999	12/11/2008	Common Stock	10,000
Employee Stock Option ⁽³⁾	\$ 65.5	12/17/1999		A	12,000	12/17/2000	12/17/2009	Common Stock	12,000
Employee Stock Option ⁽³⁾	\$ 55.875	12/15/2000		A	27,000	12/15/2001	12/15/2010	Common Stock	27,000
Employee Stock Option ⁽³⁾	\$ 62.25	12/14/2001		A	40,000	12/14/2002	12/14/2011	Common Stock	40,000
Employee Stock Option ⁽³⁾	\$ 94.26	12/10/2004		A	40,000	12/10/2005	12/10/2014	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOOD DAVID T			Executive Vice President	

Signatures

David T. Flood by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact P.O.A. on File 12/17/2004

**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 grant of restricted stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05
- (2) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.
- (3) Options vest in four equal annual installments beginning one year from date of grant.

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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.