



Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

**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 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 Number Shares                                    |
| Employee Stock Option <sup>(6)</sup>       | \$ 54.62   | 12/12/1997                           |  | A                              | 100,000   | 12/12/1998 12/12/2007                                    | Common Stock 100,000  |
| Employee Stock Option <sup>(6)</sup>       | \$ 58.25   | 12/11/1998                           |  | A                              | 100,000   | 12/11/1999 12/11/2008                                    | Common Stock 100,000  |
| Employee Stock Option <sup>(6)</sup>       | \$ 65.5  | 12/17/1999                           |  | A                              | 200,000   | 12/17/2000 12/17/2009                                    | Common Stock 200,000  |
| Employee Stock Option <sup>(6)</sup>       | \$ 55.875  | 12/15/2000                           |  | A                              | 412,000   | 12/15/2001 12/15/2010                                    | Common Stock 412,000  |
| Employee Stock Option <sup>(6)</sup>       | \$ 62.25   | 12/14/2001                           |  | A                              | 400,000   | 12/14/2002 12/14/2011                                    | Common Stock 400,000  |
| Employee Stock Option                      | \$ 92.04   | 09/17/2004                           |  | A                              | 23,069  | 09/17/2005 12/15/2010                                    | Common Stock 23,069   |
| Employee Stock Option <sup>(6)</sup>       | \$ 94.26   | 12/10/2004                           |  | A                              | 400,000   | 12/10/2005 12/10/2014                                    | Common Stock 400,000  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                |       |
|--------------------------------|---------------|-----------|----------------|-------|
|                                | Director      | 10% Owner | Officer        | Other |
| FARRELL W JAMES                | X             |           | Chairman & CEO |       |

## Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

12/20/2004

\_\_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) 7,383 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,043 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 12/8/04..
- (4) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06
- (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.