ILLINOIS TOOL WORKS INC

Form 4

December 21, 2004

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

OMB APPROVAL

OMB 3235-0287 Number:

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response... 0.5

Check this box if no longer subject to Section 16.

SECURITIES Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMPBELL JOHN R

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

3. Date of Earliest Transaction

(Month/Day/Year) 12/20/2004

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

Executive V.P.

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

GLENVIEW, IL 60026

(- 3)	()	1 ab	ie i - Non-	Derivative S	Securities Acqui	rea, Disposea oi,	or Beneficiali	y Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acquired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactiomr Disposed of (D)			Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				,	(A)	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			Code V		or (D) Price	(Instr. 3 and 4)		
Common					Φ.			
Stock (1) (2) (3) (4) (5)	12/20/2004		S	4,295 I	D \$ 92.7384	17,186	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 or 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 (6)	\$ 54.62	12/12/1997		A	10,000	12/12/1998	12/12/2007	Common Stock	10,000
Employee Stock Option (6)	\$ 58.25	12/11/1998		A	10,000	12/11/1999	12/11/2008	Common Stock	10,000
Employee Stock Option (6)	\$ 65.5	12/17/1999		A	10,000	12/17/2000	12/17/2009	Common Stock	10,000
Employee Stock Option (6)	\$ 55.875	12/15/2000		A	25,000	12/15/2001	12/15/2010	Common Stock	25,000
Employee Stock Option (6)	\$ 62.25	12/14/2001		A	20,000	12/14/2002	12/14/2011	Common Stock	20,000
Employee Stock Option (6)	\$ 94.26	12/10/2004		A	30,000	12/10/2005	12/10/2014	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

CAMPBELL JOHN R ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive V.P.

Signatures

John R. Campbell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

**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 2 year period: 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) 6,424 shares held in John R. Campbell Living Trust dated 2/16/95
- (4) 4,206 Shares John R. Campbell & Donna C. Campbell, Joint Tenants
- (5) 1,764 Shares John R. Campbell
- (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.