

ILLINOIS TOOL WORKS INC

Form 4

November 23, 2004

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RINGER JAMES M

(Last) (First) (Middle)

CORN PRODUCTS  
INTERNATIONAL, 5  
WESTBROOK CORPORATE  
CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ILLINOIS TOOL WORKS INC  
[ITW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock (1) (2) (3)	11/23/2004		M	910 A	\$ 39.91 15,296	D	
Common Stock (1) (2) (3)	11/23/2004		S	910 D	\$ 96 14,386	D	

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 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option <sup>(4)</sup>	\$ 39.91	11/23/2004		M		910		11/23/1999	08/05/2007	Common Stock	910
Employee Stock Option <sup>(4)</sup>	\$ 37.06	11/23/1999		A		80,810		11/23/1999	08/04/2008	Common Stock	80,810
Employee Stock Option <sup>(4)</sup>	\$ 41.76	11/23/1999		A		48,486		11/23/1999	12/09/2008	Common Stock	48,486
Employee Stock Option <sup>(4)</sup>	\$ 46.59	11/23/1999		A		80,810		11/23/1999	08/03/2009	Common Stock	80,810
Employee Stock Option <sup>(5)</sup>	\$ 55.875	12/15/2000		A		75,000		12/15/2001	12/15/2010	Common Stock	75,000
Employee Stock Option <sup>(5)</sup>	\$ 62.25	12/14/2001		A		75,000		12/14/2002	12/14/2011	Common Stock	75,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	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

11/23/2004

\_\_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 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 11/16/04 (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.  
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