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ILLINOIS TOOL WORKS INC Form 4 December 17, 2004 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HINDMAN CRAIG Issuer Symbol ILLINOIS TOOL WORKS INC (Check all applicable) [ITW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) ILLINOIS TOOL WORKS 12/16/2004 Executive V.P. INC., 3600 WEST LAKE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting GLENVIEW, IL 60026 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership Indirect (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common F 12/16/2004 659 D 6,041 D Stock (1) (2) 91.98

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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	\$ 54.62	12/12/1997		А	7,500	12/12/1998	12/12/2007	Common Stock	7,500
Employee Stock Option (3)	\$ 58.25	12/11/1998		А	7,500	12/11/1999	12/11/2008	Common Stock	7,500
Employee Stock Option (3)	\$ 65.5	12/17/1999		А	7,500	12/17/2000	12/17/2009	Common Stock	7,500
Employee Stock Option (3)	\$ 55.875	12/15/2000		А	18,000	12/15/2001	12/15/2010	Common Stock	18,000
Employee Stock Option (3)	\$ 62.25	12/14/2002		А	12,000	12/14/2002	12/14/2011	Common Stock	12,000
Employee Stock Option (3)	\$ 94.26	12/10/2004		А	30,000	12/10/2005	12/10/2014	Common Stock	30,000

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Reporting Owners

Reporting Owner Name / Address		Rela	tionships								
	Director	10% Owner	Officer	Other							
HINDMAN CRAIG ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive V.P.								
Signatures											
Craig Hindman by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File											

**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 12/16/2003, 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) 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.