ILLINOIS TOOL WORKS INC

Form 4

December 21, 2004

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KINNEY JON C			Symbol	Issuer S TOOL WORKS INC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	Middle)	3. Date of (Month/I 12/20/2	/Year)X_ Office	Director 10% Owner Other (specify below) Sr. V.P. & CFO			
	(Street)			Day/Year) Applicable Li _X_ Form file	l or Joint/Group Filing(Check ne) ed by One Reporting Person d by More than One Reporting			
(City)	(State)	(Zip)	Tab	- Non-Derivative Securities Acquired, Dispo	sed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	4. Securities Acquired (A) ransactior Disposed of (D) securities ode (Instr. 3, 4 and 5) Beneficia Owned Following Reported Transactio or ode V Amount (D) Price	Ownership Indirect Beneficial Direct (D) Ownership or Indirect (I) on(s) (Instr. 4)			
Common Stock (1) (2)	12/20/2004			S 7,800 D \$ 92.7384 28,633	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 (3)	\$ 72.3	08/21/2003		A	8,911	08/21/2004	12/12/2007	Common Stock	8,911
Employee Stock Option (3)	\$ 92.71	06/22/2004		A	4,798	06/22/2005	12/12/2007	Common Stock	4,798
Employee Stock Option (3)	\$ 65.5	12/17/1999		A	30,000	12/17/2000	12/17/2009	Common Stock	30,000
Employee Stock Option (3)	\$ 55.875	12/15/2000		A	72,500	12/15/2001	12/15/2010	Common Stock	72,500
Employee Stock Option (3)	\$ 62.25	12/14/2001		A	60,000	12/14/2002	12/14/2011	Common Stock	60,000
Employee Stock Option (3)	\$ 94.26	12/10/2004		A	75,000	12/10/2005	12/10/2014	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KINNEY JON C						
			Sr. V.P. & CFO			

Signatures

Jon C. Kinney by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

**Signature of Reporting Person

Date

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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 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 (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. 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.