

FARRELL W JAMES

Form 4/A

October 07, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRELL W JAMES

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2004

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/21/2004

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/21/2004		S	2,920	D	\$ 92.5915 45,435	I	See Footnotes (1) (2)
Common Stock	09/17/2004		M	350,000	A	\$ 33.375 395,435	I	See Footnotes (1) (2)
Common Stock	09/17/2004		M	606	A	\$ 34.59 396,041	I	See Footnotes (1) (2)
Common Stock	09/17/2004		S	151,992	D	\$ 91.8763 244,049	I	See Footnotes

Common Stock	09/17/2004	F	65,740	D	\$ 91.8763	178,309	I	(1) (2) See Footnotes (1) (2)
Common Stock	09/17/2004	F	28,959	D	\$ 92.04	149,350	I	See Footnotes (1) (2)
Common Stock ⁽³⁾ <u>(4)</u> <u>(5)</u>	09/17/2004	M	38,000	A	\$ 55.875	230,754	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option ⁽⁶⁾	\$ 34.59	09/17/2004		M	606	11/23/1999 05/04/2009	Common Stock
Employee Stock Option ⁽⁷⁾	\$ 54.62	12/12/1997		A	100,000	12/12/1998 12/12/2007	Common Stock
Employee Stock Option ⁽⁸⁾	\$ 33.375	09/17/2004		M	38,504	05/03/1997 05/03/2006	Common Stock
Employee Stock Option ⁽⁸⁾	\$ 33.375	09/17/2004		M	311,496	05/03/1997 05/03/2006	Common Stock
Employee Stock Option ⁽⁷⁾	\$ 58.25	12/11/1998		A	100,000	12/11/1999 12/11/2008	Common Stock
Employee Stock	\$ 65.5	12/17/1999		A	200,000	12/17/2000 12/17/2009	Common Stock

Option (7)

Employee

Stock	\$ 55.875	09/17/2004	M	38,000	12/15/2001	12/15/2010	Common Stock
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Option (7)

Employee

Stock	\$ 62.25	12/14/2001	A	400,000	12/14/2002	12/14/2011	Common Stock
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Option (7)

Employee

Stock	\$ 92.04	09/17/2004	A	23,069	09/17/2005	12/15/2010	Common Stock
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Option

Reporting Owners

Relationships

Reporting Owner Name / Address

Director	10% Owner	Officer	Other
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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

10/06/2004

 **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) 15,373 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,021 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 9/17/04.
- (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 received for 75 shares of Premark International pursuant to merger with ITW.
- (7) Options vest in four equal annual installments beginning one year from date of grant.
- (8) Options vest in five 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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