

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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 of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option ⁽³⁾ | \$ 58.25 | 03/22/2005 | | M | 3,500 | 12/11/1999 12/11/2008 | Common Stock | 3,500 |
| Employee Stock Option ⁽³⁾ | \$ 65.5 | 12/17/1999 | | A | 12,000 | 12/17/2000 12/17/2009 | Common Stock | 12,000 |
| Employee Stock Option ⁽³⁾ | \$ 55.875 | 12/15/2000 | | A | 27,000 | 12/15/2001 12/15/2010 | Common Stock | 27,000 |
| Employee Stock Option ⁽³⁾ | \$ 62.25 | 12/14/2001 | | A | 40,000 | 12/14/2002 12/14/2011 | Common Stock | 40,000 |
| Employee Stock Option ⁽³⁾ | \$ 94.26 | 12/10/2004 | | A | 40,000 | 12/10/2005 12/10/2014 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FLOOD DAVID T | | | Executive Vice President | |

Signatures

David T. Flood by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact P.O.A.
on File

03/22/2005

____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: 12/16/03, 12/16/04, 12/16/05

(2) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.

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(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.