

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.