

ILLINOIS TOOL WORKS INC

Form 4

December 17, 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
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RINGER JAMES M

(Last) (First) (Middle)

CORN PRODUCTS
INTERNATIONAL, 5
WESTBROOK CORPORATE
CENTER

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	12/16/2004		F		4,098 D \$ 91.98	10,288	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option ⁽⁴⁾	\$ 39.91	11/23/2004		M	910	11/23/1999 08/05/2007	Common Stock 910
Employee Stock Option ⁽⁴⁾	\$ 37.06	11/23/1999		A	80,810	11/23/1999 08/04/2008	Common Stock 80,810
Employee Stock Option ⁽⁴⁾	\$ 41.76	11/23/1999		A	48,486	11/23/1999 12/09/2008	Common Stock 48,486
Employee Stock Option ⁽⁴⁾	\$ 46.59	11/23/1999		A	80,810	11/23/1999 08/03/2009	Common Stock 80,810
Employee Stock Option ⁽⁵⁾	\$ 55.875	12/15/2000		A	75,000	12/15/2001 12/15/2010	Common Stock 75,000
Employee Stock Option ⁽⁵⁾	\$ 62.25	12/14/2001		A	75,000	12/14/2002 12/14/2011	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RINGLER JAMES M CORN PRODUCTS INTERNATIONAL 5 WESTBROOK CORPORATE CENTER WESTCHESTER, IL 60154			Vice Chairman	

Signatures

James M. Ringler by Stewart S. Hudnut, Sr. V.P., Gen. Counsel & Secretary
Attorney-In-Fact POA On File 12/17/2004

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) Includes grant of Restricted Stock vesting over three year period: 12/16/03, 12/16/04, 12/16/05.
- (2) Grant of 16,666 shares of Restricted Stock January 2, 2004 vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) Includes 14,434 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/16/04 (includes shares formerly held in Premark International Inc. Retirement Savings Plan).
- (4) Options received for Premark Options pursuant to merger with ITW.
- (5) 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.

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