

ILLINOIS TOOL WORKS INC
Form 4
November 23, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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)
11/23/2004

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

CORN PRODUCTS INTERNATIONAL, 5 WESTBROOK CORPORATE CENTER

(Street)

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

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

WESTCHESTER, IL 60154

(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)	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)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	11/23/2004		M	910	A \$ 39.91	15,296	D
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	11/23/2004		S	910	D \$ 96	14,386	D

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

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(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 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

11/23/2004

__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 11/16/04 (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. 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.