

FARRELL W JAMES
Form 4/A
October 07, 2004

FORM 4

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

OMB APPROVAL

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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 *
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)

(Street)

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

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

(City) (State) (Zip)

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

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		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	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

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								(1) (2)	
Common Stock	09/17/2004		F	65,740	D	\$ 91.8763	178,309	I	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) (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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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)
					V	(A) (D)	Date Exercisable	Expiration Date	
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 Option ⁽⁷⁾	\$ 55.875	09/17/2004	M	38,000	12/15/2001	12/15/2010	Common Stock	
Employee Stock Option ⁽⁷⁾	\$ 62.25	12/14/2001	A	400,000	12/14/2002	12/14/2011	Common Stock	
Employee Stock Option	\$ 92.04	09/17/2004	A	23,069	09/17/2005	12/15/2010	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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. 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.