

ILLINOIS TOOL WORKS INC  
Form 4  
December 20, 2005

**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 \*  
FLOOD DAVID T

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)  
12/16/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

3600 W. LAKE AVENUE

(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

GLENVIEW, IL 60026-1215

(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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/16/2005                           |  | F                              |   | 2,428   | D  | \$ 90.17  |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/16/2005                           |  | M                              |   | 4,000   | A  | \$ 58.25  |
| Common Stock <sup>(1)</sup> <sub>(2)</sub> | 12/16/2005                           |  | M                              |   | 4,000   | A  | \$ 65.5   |
| Common Stock                               | 12/16/2005                           |  | S                              |   | 8,000   | D  | \$ 89.9853  |

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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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|---|-------------------------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable  | Expiration Date               | Title        | Amount or Number of Shares |
| Employee Stock Option <sup>(3)</sup>       | \$ 58.25   | 12/16/2005                           |  | M                              |   |  | 4,000 | 12/11/1999  | 12/11/2008                    | Common Stock | 4,000                      |
| Employee Stock Option <sup>(3)</sup>       | \$ 65.5  | 12/16/2005                           |  | M                              |   |  | 4,000 | 12/17/2000  | 12/17/2009                    | Common Stock | 4,000                      |
| Employee Stock Option <sup>(3)</sup>       | \$ 55.875  | 12/15/2000                           |  | A                              |   | 27,000   |       | 12/15/2001  | 12/15/2010                    | Common Stock | 27,000                     |
| Employee Stock Option <sup>(3)</sup>       | \$ 62.25   | 12/14/2001                           |  | A                              |   | 40,000   |       | 12/14/2002  | 12/14/2011                    | Common Stock | 40,000                     |
| Employee Stock Option <sup>(3)</sup>       | \$ 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<br>3600 W. LAKE AVENUE<br>GLENVIEW, IL 60026-1215 |               |           | Executive Vice President |       |

## Signatures

David T. Flood by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact  
P.O.A. on File

12/20/2005

\*\*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.

(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.

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