

SUTHERLAND ALLAN C
 Form 4
 December 13, 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 * SUTHERLAND ALLAN C			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) 12/10/2004	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. V.P. Leasing&Investments
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(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)	
			Code	V	Amount	(D)	Price	
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	08/08/1998		A	0	A	\$ 0	35,667	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)

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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 ⁽⁵⁾	\$ 65.5	12/17/1999		A	25,000	12/17/2000 12/17/2009	Common Stock 25,000
Employee Stock Option ⁽⁵⁾	\$ 55.875	12/15/2000		A	15,000	12/15/2001 12/15/2010	Common Stock 15,000
Employee Stock Option ⁽⁵⁾	\$ 62.25	12/14/2001		A	27,000	12/14/2002 12/14/2011	Common Stock 27,000
Employee Stock Option ⁽⁵⁾	\$ 94.26	12/10/2004		A	35,000	12/10/2005 12/10/2014	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTHERLAND ALLAN C			Sr. V.P. Leasing&Investments	

Signatures

Allan C. Sutherland by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact
 POA on File 12/13/2004

**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) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006.
- (3) Includes 250 shares held by me as custodian for my minor child under Illinois UGMCA.
- (4) Includes 1,385 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/8/2004.
- (5) These options vest in four (4) equal annual installments beginning one year from date of grant.

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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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