

Edgar Filing: ZENTMYER HUGH J - Form 4

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 ⁽⁶⁾	\$ 30.125	12/08/1995		A	24,000	12/08/1996	12/08/2005	Common Stock	24,000
Employee Stock Option ⁽⁶⁾	\$ 55.875	12/15/2000		A	60,000	12/15/2001	12/15/2010	Common Stock	60,000
Employee Stock Option ⁽⁶⁾	\$ 62.25	12/14/2001		A	50,000	12/14/2002	12/14/2011	Common Stock	50,000
Employee Stock Option ⁽⁶⁾	\$ 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
ZENTMYER HUGH J			Executive Vice President	

Signatures

Hugh J. Zentmyer 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 3 year period: 12/16/2003, 12/16/2004, 12/16/2005.
- (2) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006
- (3) Includes 418 shares held in Hugh J. Zentmyer Revocable Trust - Hugh J. Zentmyer Trustee
- (4) Includes 7,797 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 12/8/2004.
- (5) Includes 325 shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.

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(6) 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.

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.