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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option <sup>(4)</sup>	\$ 54.62	11/18/2004		D	10,000	12/12/1998 12/12/2007	Common Stock
Employee Stock Option <sup>(4)</sup>	\$ 58.25	12/11/1998		A	20,000	12/11/1999 12/11/2008	Common Stock
Employee Stock Option <sup>(4)</sup>	\$ 65.5	12/17/1999		A	25,000	12/17/2000 12/17/2009	Common Stock
Employee Stock Option <sup>(4)</sup>	\$ 55.875	12/15/2000		A	60,000	12/15/2001 12/15/2010	Common Stock
Employee Stock Option <sup>(4)</sup>	\$ 62.25	12/14/2001		A	50,000	12/14/2002 12/14/2011	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUDNUT STEWART S			Sr. V.P., Gen. Counsel & Sec.	

## Signatures

/s/ Stewart S. Hudnut Power of Attorney  
On File 11/18/2004

<sup>\*\*</sup>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

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- (3) Includes 840 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 11/16/04..
- (4) 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.