



Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

**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	03/22/2005		M			3,500	12/11/1999	12/11/2008	Common Stock	3,500
Employee Stock Option <sup>(3)</sup>	\$ 65.5	12/17/1999		A			12,000	12/17/2000	12/17/2009	Common Stock	12,000
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			Executive Vice President	

## Signatures

David T. Flood by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact P.O.A.  
on File

03/22/2005

\_\_\_\_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.

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(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.

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.