

HANSEN THOMAS J  
Form 4  
October 21, 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 \*  
HANSEN THOMAS J

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)  
  
  
  
  
  
  
  
  
  
(Street)  
  
  
  
  
  
  
  
  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
10/20/2004  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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>	10/20/2004		M		12,000	A	\$ 54.62
					38,533		
Common Stock <sup>(1)</sup> <sub>(2)</sub>	10/20/2004		M		42,000	A	\$ 55.875
					80,533		
Common Stock <sup>(1)</sup> <sub>(2)</sub>	10/20/2004		S		54,000	D	\$ 89.0417
					26,533		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 or Number of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number
				Code	V (A) (D)				
Employee Stock Option <sup>(3)</sup>	\$ 54.62	10/20/2004		M		12,000	12/12/1998 12/12/2007	Common Stock	12
Employee Stock Option <sup>(3)</sup>	\$ 58.25	12/11/1998		A		30,000	12/11/1999 12/11/2008	Common Stock	30
Employee Stock Option <sup>(3)</sup>	\$ 65.5	12/17/1999		A		30,000	12/17/2000 12/17/2009	Common Stock	30
Employee Stock Option <sup>(3)</sup>	\$ 55.875	10/20/2004		M		42,000	12/15/2001 12/15/2010	Common Stock	42
Employee Stock Option <sup>(3)</sup>	\$ 62.25	12/14/2001		A		60,000	12/14/2002 12/14/2011	Common Stock	60

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANSEN THOMAS J			Executive Vice President	

## Signatures

Thomas J. Hansen by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact  
POA on File

10/21/2004

         \*\*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 Restricted stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05
- (2) Includes 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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