

ILLINOIS TOOL WORKS INC
 Form 4
 February 28, 2005

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 *
 PTAK FRANK S

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)
 02/24/2005
 4. If Amendment, Date Original Filed (Month/Day/Year)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice Chairman
 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 ⁽¹⁾ ₍₂₎	02/24/2005		M		15,200	A	\$ 30.125 69,100	D
Common Stock ⁽¹⁾ ₍₂₎	02/24/2005		S		15,200	D	\$ 90 53,900	D
Common Stock ⁽¹⁾ ₍₂₎	02/25/2005		M		8,900	A	\$ 30.125 62,800	D
Common Stock ⁽¹⁾ ₍₂₎	02/25/2005		S		8,900	D	\$ 90 53,900	D

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(2)

Common
Stock ⁽¹⁾ 02/25/2005 M 35,900 A \$ 30.125 89,800 D

(2)

Common
Stock ⁽¹⁾ 02/25/2005 S 35,900 D \$ 89.9416 53,900 D

(2)

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

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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 of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option ⁽³⁾	\$ 30.125	02/24/2005		M		60,000	12/08/1996	12/08/2005	Common Stock
Employee Stock Option ⁽³⁾	\$ 54.62	12/12/1997		A	50,000		12/12/1998	12/12/2007	Common Stock
Employee Stock Option ⁽³⁾	\$ 58.25	12/11/1998		A	60,000		12/11/1999	12/11/2008	Common Stock
Employee Stock Option ⁽³⁾	\$ 65.5	12/17/1999		A	100,000		12/17/2000	12/17/2009	Common Stock
Employee Stock Option ⁽³⁾	\$ 55.875	12/15/2000		A	230,000		12/15/2001	12/15/2010	Common Stock
Employee Stock Option ⁽³⁾	\$ 62.25	12/14/2001		A	200,000		12/14/2002	12/14/2011	Common Stock
Employee Stock Option ⁽³⁾	\$ 94.26	12/10/2004		A	200,000		12/10/2005	12/10/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PTAK FRANK S				Vice Chairman

Signatures

Frank S. Ptak by S. S. Hudnut, Sr. V. P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

02/28/2005

__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 three 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) 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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