#### **ILLINOIS TOOL WORKS INC**

Form 4 October 04, 2005

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HUDNUT STEWART S** 

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC [ITW]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

09/30/2005

Sr. V.P., Gen. Counsel & Sec. 6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

GLENVIEW, IL 60026-1215

3600 W. LAKE AVENUE

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4)

D

(A)

Transaction(s)

Code V Amount (D) Price (Instr. 3 and 4)

Common

(3)

Stock (1) (2) 09/30/2005

F 4,306 D

28,870 81 595

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat	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 (4)	\$ 54.62	12/11/1997		A	10,000	12/12/1998	12/12/2007	Common Stock	10,000	
Employee Stock Option (4)	\$ 58.25	12/11/1998		A	20,000	12/11/1999	12/11/2008	Common Stock	20,000	
Employee Stock Option (4)	\$ 65.5	12/17/1999		A	25,000	12/17/2000	12/17/2009	Common Stock	25,000	
Employee Stock Option (4)	\$ 55.875	12/15/2000		A	60,000	12/15/2001	12/15/2010	Common Stock	60,000	
Employee Stock Option (4)	\$ 62.25	12/14/2001		A	50,000	12/14/2002	12/14/2011	Common Stock	50,000	
Employee Stock Option (4)	\$ 94.26	12/10/2004		A	50,000	12/10/2005	12/10/2014	Common Stock	50,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
HUDNUT STEWART S 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215			Sr. V.P., Gen. Counsel & Sec.				

# **Signatures**

7s/ Stewart S. Hudnut Power of Attorney	10/04/2005		
On File	10/04/2003		
**Signature of Reporting Person	Date		

Reporting Owners 2

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## **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. The remaining grant originally due to vest on 12/16/2005 vested on September 30, 2005, Mr. Hudnut's retirement date.
- (2) Includes grant of restricted stock vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006. The remaining grants originally due to vest on 12/16/2005 and 12/18/2006 vested on September 30, 2005, Mr. Hudnut's retirement date.
- (3) Includes 848 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported is as of 9/16/2005.
- (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.