

ILLINOIS TOOL WORKS INC  
Form 4  
December 17, 2004

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
RINGLER JAMES M

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2004

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

CORN PRODUCTS  
INTERNATIONAL, 5  
WESTBROOK CORPORATE  
CENTER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WESTCHESTER, IL 60154

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	12/16/2004		F	4,098	D \$ 91.98	10,288	D

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

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SEC 1474  
(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option <sup>(4)</sup>	\$ 39.91	11/23/2004		M	910	11/23/1999 08/05/2007	Common Stock 910
Employee Stock Option <sup>(4)</sup>	\$ 37.06	11/23/1999		A	80,810	11/23/1999 08/04/2008	Common Stock 80,810
Employee Stock Option <sup>(4)</sup>	\$ 41.76	11/23/1999		A	48,486	11/23/1999 12/09/2008	Common Stock 48,486
Employee Stock Option <sup>(4)</sup>	\$ 46.59	11/23/1999		A	80,810	11/23/1999 08/03/2009	Common Stock 80,810
Employee Stock Option <sup>(5)</sup>	\$ 55.875	12/15/2000		A	75,000	12/15/2001 12/15/2010	Common Stock 75,000
Employee Stock Option <sup>(5)</sup>	\$ 62.25	12/14/2001		A	75,000	12/14/2002 12/14/2011	Common Stock 75,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

RINGLER JAMES M  
CORN PRODUCTS INTERNATIONAL  
5 WESTBROOK CORPORATE CENTER  
WESTCHESTER, IL 60154

Vice Chairman

## Signatures

James M. Ringler by Stewart S. Hudnut, Sr. V.P., Gen. Counsel & Secretary  
Attorney-In-Fact POA On File

12/17/2004

\_\_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 grant of Restricted Stock vesting over three year period: 12/16/03, 12/16/04, 12/16/05.

(2) Grant of 16,666 shares of Restricted Stock January 2, 2004 vesting over 3 year period: 12/16/2004, 12/16/2005, 12/18/2006

(3) Includes 14,434 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/16/04 (includes shares formerly held in Premark International Inc. Retirement Savings Plan).

(4) Options received for Premark Options pursuant to merger with ITW.

(5) Options vest in four (4) 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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