FARRELL W JAMES

Form 4

November 10, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form 5 obligations 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 * FARRELL W JAMES			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) 11/09/2004			_X_ Director 10% Owner Selfow) Other (specify below) Chairman & CEO				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	(Instr. 3,	ispose	d of (D)	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)
Common Stock	11/09/2004			G	230	D	\$ 94.66	148,510	I	See Footnotes (1) (2)
Common Stock (3) (4) (5)	08/08/1998			A	0	A	\$ 0	230,776	D	

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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	Amoun Numbe Shares
Employee Stock Option (6)	\$ 54.62	12/12/1997		A	100,000	12/12/1998	12/12/2007	Common Stock	100,0
Employee Stock Option (6)	\$ 58.25	12/11/1998		A	100,000	12/11/1999	12/11/2008	Common Stock	100,0
Employee Stock Option (6)	\$ 65.5	12/17/1999		A	200,000	12/17/2000	12/17/2009	Common Stock	200,0
Employee Stock Option (6)	\$ 55.875	12/15/2000		A	412,000	12/15/2001	12/15/2010	Common Stock	412,0
Employee Stock Option (6)	\$ 62.25	12/14/2001		A	400,000	12/14/2002	12/14/2011	Common Stock	400,0
Employee Stock Option	\$ 92.04	09/17/2004		A	23,069	09/17/2005	12/15/2010	Common Stock	23,06

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
FARRELL W JAMES							
	X		Chairman & CEO				

Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

**Signature of Reporting Person Date

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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) 14,533 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,043 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 10/29/04.
- (4) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06
- (6) 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.