

ILLINOIS TOOL WORKS INC  
 Form 4  
 December 20, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**FLOOD DAVID T**

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)  
**3600 W. LAKE AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/16/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**GLENVIEW, IL 60026-1215**

(City) (State) (Zip)

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

**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>	12/16/2005		F		2,428	D	\$ 90.17
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/16/2005		M		4,000	A	\$ 58.25
Common Stock <sup>(1)</sup> <sub>(2)</sub>	12/16/2005		M		4,000	A	\$ 65.5
Common Stock	12/16/2005		S		8,000	D	\$ 89.9853

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

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.**

SEC 1474  
(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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option <sup>(3)</sup>	\$ 58.25	12/16/2005		M		4,000	12/11/1999 12/11/2008	Common Stock	4,000
Employee Stock Option <sup>(3)</sup>	\$ 65.5	12/16/2005		M		4,000	12/17/2000 12/17/2009	Common Stock	4,000
Employee Stock Option <sup>(3)</sup>	\$ 55.875	12/15/2000		A		27,000	12/15/2001 12/15/2010	Common Stock	27,000
Employee Stock Option <sup>(3)</sup>	\$ 62.25	12/14/2001		A		40,000	12/14/2002 12/14/2011	Common Stock	40,000
Employee Stock Option <sup>(3)</sup>	\$ 94.26	12/10/2004		A		40,000	12/10/2005 12/10/2014	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOOD DAVID T 3600 W. LAKE AVENUE GLENVIEW, IL 60026-1215			Executive Vice President	

## Signatures

David T. Flood by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact  
P.O.A. on File

12/20/2005

\*\*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 3 year period: 12/16/03, 12/16/04, 12/16/05

(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.

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.