

Edgar Filing: FARRELL W JAMES - Form 4

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 Number Shares
Employee Stock Option ⁽⁶⁾	\$ 54.62	12/12/1997		A	100,000	12/12/1998 12/12/2007	Common Stock 100,000
Employee Stock Option ⁽⁶⁾	\$ 58.25	12/11/1998		A	100,000	12/11/1999 12/11/2008	Common Stock 100,000
Employee Stock Option ⁽⁶⁾	\$ 65.5	12/17/1999		A	200,000	12/17/2000 12/17/2009	Common Stock 200,000
Employee Stock Option ⁽⁶⁾	\$ 55.875	12/15/2000		A	412,000	12/15/2001 12/15/2010	Common Stock 412,000
Employee Stock Option ⁽⁶⁾	\$ 62.25	12/14/2001		A	400,000	12/14/2002 12/14/2011	Common Stock 400,000
Employee Stock Option	\$ 92.04	09/17/2004		A	23,069	09/17/2005 12/15/2010	Common Stock 23,069
Employee Stock Option ⁽⁶⁾	\$ 94.26	12/10/2004		A	400,000	12/10/2005 12/10/2014	Common Stock 400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

12/13/2004

__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) 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 12/8/04..
- (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.