

FARRELL W JAMES
Form 4/A
October 07, 2004

FORM 4

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

OMB APPROVAL

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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 *
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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

4. If Amendment, Date Original Filed (Month/Day/Year)
09/21/2004

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

(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) | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|---|--|-----------------------------------|
| Common Stock | 06/21/2004 | | S | 2,920 | D | \$ 92.5915 | 45,435 | I | See Footnotes (1) (2) |
| Common Stock | 09/17/2004 | | M | 350,000 | A | \$ 33.375 | 395,435 | I | See Footnotes (1) (2) |
| Common Stock | 09/17/2004 | | M | 606 | A | \$ 34.59 | 396,041 | I | See Footnotes (1) (2) |
| Common Stock | 09/17/2004 | | S | 151,992 | D | \$ 91.8763 | 244,049 | I | See Footnotes |

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| | | | | | | | | (1) (2) |
|---|------------|---|--------|---|------------|---------|---|-----------------------|
| Common Stock | 09/17/2004 | F | 65,740 | D | \$ 91.8763 | 178,309 | I | See Footnotes (1) (2) |
| Common Stock | 09/17/2004 | F | 28,959 | D | \$ 92.04 | 149,350 | I | See Footnotes (1) (2) |
| Common Stock ⁽³⁾ <u>(4) (5)</u> | 09/17/2004 | M | 38,000 | A | \$ 55.875 | 230,754 | D | |

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

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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option ⁽⁶⁾ | \$ 34.59 | 09/17/2004 | | M | | 606 | 11/23/1999 | 05/04/2009 | Common Stock |
| Employee Stock Option ⁽⁷⁾ | \$ 54.62 | 12/12/1997 | | A | | 100,000 | 12/12/1998 | 12/12/2007 | Common Stock |
| Employee Stock Option ⁽⁸⁾ | \$ 33.375 | 09/17/2004 | | M | | 38,504 | 05/03/1997 | 05/03/2006 | Common Stock |
| Employee Stock Option ⁽⁸⁾ | \$ 33.375 | 09/17/2004 | | M | | 311,496 | 05/03/1997 | 05/03/2006 | Common Stock |
| Employee Stock Option ⁽⁷⁾ | \$ 58.25 | 12/11/1998 | | A | | 100,000 | 12/11/1999 | 12/11/2008 | Common Stock |
| Employee Stock | \$ 65.5 | 12/17/1999 | | A | | 200,000 | 12/17/2000 | 12/17/2009 | Common Stock |

| | | | | | | | | |
|--------------------------------------|-----------|------------|---|---------|------------|------------|--|--------------|
| Option ⁽⁷⁾ | | | | | | | | |
| Employee Stock Option ⁽⁷⁾ | \$ 55.875 | 09/17/2004 | M | 38,000 | 12/15/2001 | 12/15/2010 | | Common Stock |
| Employee Stock Option ⁽⁷⁾ | \$ 62.25 | 12/14/2001 | A | 400,000 | 12/14/2002 | 12/14/2011 | | Common Stock |
| Employee Stock Option | \$ 92.04 | 09/17/2004 | A | 23,069 | 09/17/2005 | 12/15/2010 | | Common Stock |

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 10/06/2004

**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) 15,373 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,021 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 9/17/04.
- (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 received for 75 shares of Premark International pursuant to merger with ITW.
- (7) Options vest in four equal annual installments beginning one year from date of grant.
- (8) Options vest in five 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.