

ILLINOIS TOOL WORKS INC  
 Form 4  
 December 15, 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 \*  
**BIRCK MICHAEL J**

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)  
**MOLEX INC, 2222 WELLINGTON COURT**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/13/2004**

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

**LISLE, IL 60532**  
 (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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(3)</u>	12/13/2004		A	85	A	\$	93.8
							14,209
							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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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	5. Number of Derivative Securities (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Phantom Stock <sup>(2)</sup>	\$ 0	08/02/1996		A	2,198	08/08/1988 08/08/1988	Common Stock	2,198

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRCK MICHAEL J MOLEX INC 2222 WELLINGTON COURT LISLE, IL 60532		X		

**Signatures**

Michael J. Birck by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Face  
 Power of Attorney on File 12/14/2004

\_\_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 Deferred Stock Under the ITW-Non-Officers Directors Fee Conversion Plan.  
 Represents units of Phantom Stock under the Phantom Stock Plan for non-officer directors. Each unit is equal in value to one share of
- (2) Common Stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the Common Stock.
- (3) Includes Grant of 900 shares of Restricted Stock 2/11/04 vesting as follows: 450 shares 1/3/2005 and 450 shares 1/2/2006.

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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