

ILLINOIS TOOL WORKS INC

Form 4

September 21, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BIRCK MICHAEL J

(Last) (First) (Middle)

**TELLABS, INC., ONE TELLABS
CTR., 1415 W. DIEHL RD.**

(Street)

NAPERVILLE, IL 60563

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**ILLINOIS TOOL WORKS INC
[ITW]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 (A) or (D)	Price	
Common Stock <u>(1)</u> <u>(3)</u>	09/19/2005		A		74	\$ 80.75	14,849 D

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
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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 (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)	8. Description of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock ⁽²⁾	\$ 0	08/02/1996		A		2,213		08/08/1988	08/08/1988	Common Stock	2,213

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRCK MICHAEL J TELLABS, INC. ONE TELLABS CTR., 1415 W. DIEHL RD. NAPERVILLE, IL 60563	X			

Signatures

Michael J. Birck by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Face Power of Attorney on File	09/21/2005
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**Signature of Reporting Person

Date

Signatures

Michael J. Birck by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Face
Power of Attorney on File

09/21/2005

****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 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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