



(2) (3) (4)

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)

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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option <sup>(5)</sup>	\$ 65.5	12/17/1999		A	25,000	12/17/2000 12/17/2009	Common Stock 25
Employee Stock Option <sup>(5)</sup>	\$ 55.875	11/22/2004		M	15,000	12/15/2001 12/15/2010	Common Stock 15
Employee Stock Option <sup>(5)</sup>	\$ 62.25	11/22/2004		M	15,000	12/14/2002 12/14/2011	Common Stock 15

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTHERLAND ALLAN C				Sr. V.P. Leasing&Investments

## Signatures

Allan C. Sutherland by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact  
POA on File

11/22/2004

\_\_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).

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- (1) Includes grant of Restricted Stock vesting over three 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) Includes 250 shares held by me as custodian for my minor child under Illinois UGMCA.
- (4) Includes 1,385 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 11/16/2004.
- (5) These options vest in four (4) 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.