

ILLINOIS TOOL WORKS INC
 Form 4
 October 27, 2005

FORM 4

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

OMB APPROVAL

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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 *
WOOTEN JAMES H

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)
ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Gen. Counsel & Secretary

GLENVIEW, IL 60026

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

(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) | 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 10/26/2005 | | M | A | \$ 30.125 | 7,959 | D |
| Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> | 10/26/2005 | | S | D | \$ 82.39 | 4,985 | D |

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

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | | |
| Employee Stock Option ⁽⁴⁾ | \$ 30.125 | 10/26/2005 | | M | | 3,000 | 12/08/1996 | 12/08/2005 | Common Stock | 3,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 54.62 | 12/12/1997 | | A | | 6,000 | 12/12/1998 | 12/12/2007 | Common Stock | 6,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 58.25 | 12/11/1998 | | A | | 6,000 | 12/11/1999 | 12/11/2008 | Common Stock | 6,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 65.5 | 12/17/1999 | | A | | 6,000 | 12/17/2000 | 12/17/2009 | Common Stock | 6,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 55.875 | 12/15/2000 | | A | | 15,000 | 12/15/2001 | 12/15/2010 | Common Stock | 15,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 62.25 | 12/14/2001 | | A | | 13,000 | 12/14/2002 | 12/14/2011 | Common Stock | 13,000 |
| Employee Stock Option ⁽⁴⁾ | \$ 94.26 | 12/10/2004 | | A | | 8,000 | 12/10/2005 | 12/10/2014 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WOOTEN JAMES H ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026 | | | VP, Gen. Counsel & Secretary | |

Signatures

/s/ James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on
File

10/27/2005

__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 shares of restricted stock vesting 12/16/2005.
- (2) Includes grant of restricted stock vesting 12/16/2005, 12/18/2006.
- (3) Includes 1,434 shares of Common Stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information Reported as of October 26, 2005.
- (4) 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.

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