

CAMPBELL JOHN R
Form 4
December 20, 2005

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 *
CAMPBELL JOHN R

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive V.P.

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

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

GLENVIEW, IL 60026

(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 Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | Code V | Amount | (A) or (D) | Price | | | |
| Common Stock <u>(1)</u> <u>(2)</u> | 12/16/2005 | | F | | 1,248 | D | \$ 90.17 | 3,544 | D | |
| Common Stock <u>(3)</u> <u>(4)</u> <u>(5)</u> | 12/20/2004 | | A | | 0 | A | \$ 0 | 12,394 | I | See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

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SEC 1474 (9-02)

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option ⁽⁶⁾ | \$ 54.62 | 12/12/1997 | | A | 10,000 | 12/12/1998 12/12/2007 | Common Stock 10,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 58.25 | 12/11/1998 | | A | 10,000 | 12/11/1999 12/11/2008 | Common Stock 10,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 65.5 | 12/17/1999 | | A | 10,000 | 12/17/2000 12/17/2009 | Common Stock 10,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 55.875 | 12/15/2000 | | A | 25,000 | 12/15/2001 12/15/2010 | Common Stock 25,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 62.25 | 12/14/2001 | | A | 20,000 | 12/14/2002 12/14/2011 | Common Stock 20,000 |
| Employee Stock Option ⁽⁶⁾ | \$ 94.26 | 12/10/2004 | | A | 30,000 | 12/10/2005 12/10/2014 | Common Stock 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL JOHN R ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026 | | | Executive V.P. | |

Signatures

John R. Campbell by James H. Wooten, Jr., V.P., Gen. Counsel & Secretary Attorney-In-Fact
POA on File

12/20/2005

 **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 grant of restricted stock vesting over 2 year period 12/16/2004, 12/16/2005.
- (2) Includes grant of restricted stock vesting over 3 year period 12/16/2004, 12/16/2005, 12/18/2006.
- (3) 6424 shares held in John R. Campbell Living Trust dated 2/16/95.
- (4) 4206 shares - John R. Campbell & Donna C. Campbell, Joint Tenants
- (5) 1,764 Shares - John R. Campbell
- (6) 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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