



Edgar Filing: FARRELL W JAMES - Form 4

**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 Number Shares
Employee Stock Option <sup>(6)</sup>	\$ 54.62	12/12/1997		A	100,000	12/12/1998 12/12/2007	Common Stock 100,000
Employee Stock Option <sup>(6)</sup>	\$ 58.25	12/11/1998		A	100,000	12/11/1999 12/11/2008	Common Stock 100,000
Employee Stock Option <sup>(6)</sup>	\$ 65.5	12/17/1999		A	200,000	12/17/2000 12/17/2009	Common Stock 200,000
Employee Stock Option <sup>(6)</sup>	\$ 55.875	12/15/2000		A	412,000	12/15/2001 12/15/2010	Common Stock 412,000
Employee Stock Option <sup>(6)</sup>	\$ 62.25	12/14/2001		A	400,000	12/14/2002 12/14/2011	Common Stock 400,000
Employee Stock Option	\$ 92.04	09/17/2004		A	23,069	09/17/2005 12/15/2010	Common Stock 23,069
Employee Stock Option <sup>(6)</sup>	\$ 94.26	12/10/2004		A	400,000	12/10/2005 12/10/2014	Common Stock 400,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRELL W JAMES	X		Chairman & CEO	

## Signatures

W. James Farrell by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact POA on File

12/13/2004

\_\_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) 14,533 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,043 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 12/8/04..
- (4) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/03, 12/16/04, 12/16/05.
- (5) Includes Grant of Restricted Stock vesting over 3 year period: 12/16/04, 12/16/05, 12/18/06
- (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.  
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.