

FLOOD DAVID T
Form 4
October 27, 2004

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 *
FLOOD DAVID T

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)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2004

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Executive Vice President

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

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	(D)	Price
Common Stock ⁽¹⁾ ₍₂₎	10/26/2004		M		10,000	A	\$ 55.875 31,149
Common Stock ⁽¹⁾ ₍₂₎	10/26/2004		M		8,000	A	\$ 54.62 39,149
Common Stock ⁽¹⁾ ₍₂₎	10/26/2004		S		18,000	D	\$ 89.8773 21,149

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

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(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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option ⁽³⁾	\$ 54.62	10/26/2004		M		8,000		12/12/1998	12/12/2007	Common Stock	8,000
Employee Stock Option ⁽³⁾	\$ 58.25	12/11/1998		A		10,000		12/11/1999	12/11/2008	Common Stock	10,000
Employee Stock Option ⁽³⁾	\$ 65.5	12/17/1999		A		12,000		12/17/2000	12/17/2009	Common Stock	12,000
Employee Stock Option ⁽³⁾	\$ 55.875	10/26/2004		M		10,000		12/15/2001	12/15/2010	Common Stock	10,000
Employee Stock Option ⁽³⁾	\$ 62.25	12/14/2001		A		40,000		12/14/2002	12/14/2011	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLOOD DAVID T			Executive Vice President	

Signatures

David T. Flood by S. S. Hudnut, Sr. V.P., Gen. Counsel & Secretary Attorney-In-Fact P.O.A.
on File

10/27/2004

 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) Includes grant of restricted stock vesting over 3 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) 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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