

ILLINOIS TOOL WORKS INC  
Form 4  
December 29, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
PTAK FRANK S

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)  
3600 W. LAKE AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/28/2005

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Vice Chairman

GLENVIEW, IL 60026-1215

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                    |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                    |                                      |  | Code                           | V   | Amount  |  |                                   |
| Common Stock <u>(1)</u> <u>(2)</u> | 12/28/2005                           |  | F                              |   | 6,075   | D  |                                   |
|                                    |                                      |  |                                |   | \$ 89.18  |  |                                   |
|                                    |                                      |  |                                |   | 32,637  | D  |                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

| 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) | Amount       |               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Number Shares |
| Employee Stock Option <sup>(3)</sup>       | \$ 54.62   | 12/12/1997                           |  | A                              |   | 12/12/1998   | 12/12/2007  | Common Stock | 50,000        |
| Employee Stock Option <sup>(3)</sup>       | \$ 58.25   | 12/11/1998                           |  | A                              |   | 12/11/1999   | 12/11/2008  | Common Stock | 60,000        |
| Employee Stock Option <sup>(3)</sup>       | \$ 65.5  | 12/17/1999                           |  | A                              |   | 12/17/2000   | 12/17/2009  | Common Stock | 100,000       |
| Employee Stock Option <sup>(3)</sup>       | \$ 55.875  | 12/15/2000                           |  | A                              |   | 12/15/2001   | 12/15/2010  | Common Stock | 230,000       |
| Employee Stock Option <sup>(3)</sup>       | \$ 62.25   | 12/14/2001                           |  | A                              |   | 12/14/2002   | 12/14/2011  | Common Stock | 200,000       |
| Employee Stock Option <sup>(3)</sup>       | \$ 94.26   | 12/10/2004                           |  | A                              |   | 12/10/2005   | 12/10/2014  | Common Stock | 200,000       |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| PTAK FRANK S<br>3600 W. LAKE AVENUE<br>GLENVIEW, IL 60026-1215 |               |           | Vice Chairman |       |

## Signatures

Frank S. Ptak by James H. Wooten, Jr., V. P., Gen. Counsel & Secretary Attorney-In-Fact  
POA on File

12/29/2005

\_\_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 three year period: 12/16/2003, 12/16/2004, 12/16/2005

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

- (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.

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.