

SUTHERLAND ALLAN C

Form 4

December 13, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SUTHERLAND ALLAN C

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)  
12/10/2004

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

Sr. V.P. Leasing&amp;Investments

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	08/08/1998		A	0	A	\$ 0	35,667	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  
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number.**

SEC 1474  
(9-02)

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

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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)	
Employee Stock Option <sup>(5)</sup>	\$ 65.5	12/17/1999		A		25,000	12/17/2000 12/17/2009	Common Stock 25,000
Employee Stock Option <sup>(5)</sup>	\$ 55.875	12/15/2000		A		15,000	12/15/2001 12/15/2010	Common Stock 15,000
Employee Stock Option <sup>(5)</sup>	\$ 62.25	12/14/2001		A		27,000	12/14/2002 12/14/2011	Common Stock 27,000
Employee Stock Option <sup>(5)</sup>	\$ 94.26	12/10/2004		A		35,000	12/10/2005 12/10/2014	Common Stock 35,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SUTHERLAND ALLAN C	Sr. V.P. Leasing&Investments

## Signatures

Allan C. Sutherland 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) Includes grant of Restricted Stock vesting over three 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) Includes 250 shares held by me as custodian for my minor child under Illinois UGMCA.
- (4) Includes 1,385 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/8/2004.
- (5) These options vest in four (4) equal annual installments beginning one year from date of grant.

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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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