

Edgar Filing: FARRELL W JAMES - Form 4/A

								(1) (2)
Common Stock	09/17/2004	F	65,740	D	\$ 91.8763	178,309	I	See Footnotes (1) (2)
Common Stock	09/17/2004	F	28,959	D	\$ 92.04	149,350	I	See Footnotes (1) (2)
Common Stock ⁽³⁾ <u>(4) (5)</u>	09/17/2004	M	38,000	A	\$ 55.875	230,754	D	

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Employee Stock Option ⁽⁶⁾	\$ 34.59	09/17/2004		M		606	11/23/1999	05/04/2009	Common Stock
Employee Stock Option ⁽⁷⁾	\$ 54.62	12/12/1997		A		100,000	12/12/1998	12/12/2007	Common Stock
Employee Stock Option ⁽⁸⁾	\$ 33.375	09/17/2004		M		38,504	05/03/1997	05/03/2006	Common Stock
Employee Stock Option ⁽⁸⁾	\$ 33.375	09/17/2004		M		311,496	05/03/1997	05/03/2006	Common Stock
Employee Stock Option ⁽⁷⁾	\$ 58.25	12/11/1998		A		100,000	12/11/1999	12/11/2008	Common Stock
Employee Stock	\$ 65.5	12/17/1999		A		200,000	12/17/2000	12/17/2009	Common Stock

Option ⁽⁷⁾								
Employee Stock Option ⁽⁷⁾	\$ 55.875	09/17/2004	M		38,000	12/15/2001	12/15/2010	Common Stock
Employee Stock Option ⁽⁷⁾	\$ 62.25	12/14/2001	A	400,000		12/14/2002	12/14/2011	Common Stock
Employee Stock Option	\$ 92.04	09/17/2004	A	23,069		09/17/2005	12/15/2010	Common Stock

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 10/06/2004

**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) 15,373 shares held in revocable trust.
- (2) 133,977 shares held in JM investment partners L.P.
- (3) 7,021 shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan -- Information reported as of 9/17/04.
- (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 received for 75 shares of Premark International pursuant to merger with ITW.
- (7) Options vest in four equal annual installments beginning one year from date of grant.
- (8) Options vest in five 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.