

FARRELL W JAMES
Form 4
December 30, 2005

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 *
FARRELL W JAMES

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2005

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	05/10/2005		G	V 473 D \$ 83.89	46,826	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	05/13/2005		G	V 59 D \$ 82.795	46,767	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	07/26/2005		G	V 62 D \$ 85.92	46,705	I	See Footnote ⁽¹⁾
Common Stock ⁽¹⁾	08/24/2005		W	V 1,519 A \$ 85.92	48,234	I	See Footnote

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Common Stock <u>(1)</u>	09/21/2005	G	V	542	D	\$ 79.31	47,692	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	10/21/2005	G	V	269	D	\$ 80.655	47,423	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(4)</u>	12/28/2005	G	V	46,624	D	\$ 89.18	68,724	D	
Common Stock <u>(1)</u>	12/28/2005	G	V	46,624	A	\$ 89.18	94,047	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		500	D	\$ 89.85	93,547	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		695	D	\$ 89.86	92,852	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		1,300	D	\$ 89.8	91,552	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		200	D	\$ 89.79	91,352	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		400	D	\$ 89.78	90,952	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		500	D	\$ 89.76	90,452	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		300	D	\$ 89.7648	90,152	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	S		4	D	\$ 89.58	90,148	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(1)</u>	12/29/2005	G	V	22,300	D	\$ 89.69	67,848	I	<u>(1)</u> See Footnote <u>(1)</u>
Common Stock <u>(2)</u>	12/29/2005	A		0	A	\$ 0	130,302	I	<u>(2)</u> See Footnote <u>(2)</u>
	10/20/2005	A		0	A	\$ 0	7,141	I	

Common
Stock ⁽³⁾

See
Footnote
(3)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

W. James Farrell by James H. Wooten, Jr., V.P., General 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) Shares held in a revocable trust.
- (2) Shares held in JM investment partners L.P.
- (3) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 10/20/2005.

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- Reflects the transfer of 46,624 shares of restricted stock that vested on 12/16/05 to the revocable trust identified in footnote 1 above,
- (4) thereby leaving the reporting person with direct ownership of 68,724 shares (which includes 30,800 shares of restricted stock that will vest on 12/18/06).

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.