

HUDNUT STEWART S
Form 4
January 03, 2003

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* Hudnut, Stewart S <hr/> <i>(Last) (First) (Middle)</i> Illinois Tool Works Inc. <hr/> <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol Illinois Tool Works Inc. (ITW) <hr/> 4. Statement for Month/Day/Year January 2, 2003 <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/> 5. If Amendment, Date of Original (Month/Day/Year) <hr/>
3600 West Lake Avenue, Glenview, IL 60025 <hr/> <i>(City) (State) (Zip)</i>	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input type="radio"/> Director <input type="radio"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input checked="" type="radio"/> Officer (give title below) <input type="radio"/> Other (specify below) </div> <div style="margin-top: 10px;"> Senior V.P., General Counsel & Secretary </div>	7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="radio"/> Form Filed by One Reporting Person <input type="radio"/> Form Filed by More than One Reporting Person </div>

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

* Grant of Restricted Stock vesting over 3 year period 12/16/2003, 12/16/2004, 12/16/2005

*Includes Shares Acquired Under Dividend Reinvestment Program

** Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information Reported as of 12/31/02

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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Code V

(A)

(D)

Employee Stock
Option (Right to
Buy)

18.1875

Employee Stock
Option (Right to
Buy)

30.125

Employee Stock
Option (Right to
Buy)

54.62

Employee Stock
Option (Right to
Buy)

58.25

Employee Stock
Option (Right to
Buy)

65.50

Employee Stock
Option (Right to
Buy)

55.875

Employee Stock
Option (Right to
Buy)

62.25

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

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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	12/10/03		10,000	D	
(2)	12/8/05		30,000	D	
(3)	12/12/07		20,000	D	
(4)	12/11/08		20,000	D	
(5)	12/17/09		25,000	D	
(6)	12/15/10		60,000	D	
(7)	12/14/11		50,000	D	

Explanation of Responses:

Options vest in four equal annual installments beginning one year from date of grant: (1) 12/10/93 (2) 12/8/95 (3) 12/12/97 (4) 12/11/98 (5) 12/17/99 (6) 12/15/00 (7) 12/14/01

/s/ Stewart S. Hudnut

January 3, 2003

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.