

SUTHERLAND ALLAN C

Form 4

January 06, 2003

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

**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).*

<b>1. Name and Address of Reporting Person*</b>  Sutherland, Allan C. <hr/> <i>(Last) (First) (Middle)</i>  Illinois Tool Works Inc. 3600 West Lake Avenue <hr/> <i>(Street)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Illinois Tool Works Inc. (ITW) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr/>																
Glenview, IL 60025 <hr/> <i>(City) (State) (Zip)</i>	<b>4. Statement for Month/Day/Year</b>  January 2, 2003 <hr/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr/>																
<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <table style="width: 100%; border: none;"> <tr> <td style="width: 30%;"><input type="radio"/></td> <td style="width: 30%;">Director</td> <td style="width: 30%;"><input type="radio"/></td> <td style="width: 10%;">10% Owner</td> </tr> <tr> <td><input checked="" type="radio"/></td> <td>Officer <i>(give title below)</i></td> <td><input type="radio"/></td> <td></td> </tr> <tr> <td><input type="radio"/></td> <td>Other <i>(specify below)</i></td> <td></td> <td></td> </tr> </table> Sr. V.P., Leasing & Investments <hr/>		<input type="radio"/>	Director	<input type="radio"/>	10% Owner	<input checked="" type="radio"/>	Officer <i>(give title below)</i>	<input type="radio"/>		<input type="radio"/>	Other <i>(specify below)</i>			<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <table style="width: 100%; border: none;"> <tr> <td style="width: 30%;"><input checked="" type="radio"/></td> <td style="width: 70%;">Form Filed by One Reporting Person</td> </tr> <tr> <td><input type="radio"/></td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	<input checked="" type="radio"/>	Form Filed by One Reporting Person	<input type="radio"/>	Form Filed by More than One Reporting Person
<input type="radio"/>	Director	<input type="radio"/>	10% Owner															
<input checked="" type="radio"/>	Officer <i>(give title below)</i>	<input type="radio"/>																
<input type="radio"/>	Other <i>(specify below)</i>																	
<input checked="" type="radio"/>	Form Filed by One Reporting Person																	
<input type="radio"/>	Form Filed by More than One Reporting Person																	

## Edgar Filing: SUTHERLAND ALLAN C - Form 4

---

\* Grant of Restricted Stock vesting over 4 year period: 12/1/03, 12/1/04, 12/1/05, 12/1/06

(1) Shares held by me as custodian for my minor child under Illinois UGMCA

(2) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 12/31/2002.

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

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5.Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>		
				(A) or (D)	Price				
Common Stock	1/2/03		A*	16,750	A	66.34	32,435	D	
Common Stock							250	I	(1)
Common Stock							1.168	I	(2)

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

[illegible]

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

[illegible]

### Explanation of Responses:

These options vest in four equal annual installments beginning one year from date of grant: (1) 12/11/98 (2) 12/17/99 (3) 12/15/00 (4) 12/14/01

/s/ Allan C. Sutherland  
By Stewart S. Hudnut,  
Senior Vice President,  
General Counsel &  
Secretary

January 3, 2003

**\*\*Signature of Reporting  
Person  
Attorney-In-Fact**

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.