

SUTHERLAND ALLAN C

Form 4

February 24, 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* Sutherland, Allan C. <hr/> <i>(Last) (First) (Middle)</i> Illinois Tool Works Inc. 3600 West Lake Avenue <hr/> <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol Illinois Tool Works Inc. (ITW) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <hr/>																
Glenview, IL 60025 <hr/> <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year February 21, 2003 <hr/>	5. If Amendment, Date of Original (Month/Day/Year) <hr/>																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <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 (give title below)</td> <td><input type="radio"/></td> <td></td> </tr> <tr> <td><input type="radio"/></td> <td>Other (specify below)</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 (give title below)	<input type="radio"/>		<input type="radio"/>	Other (specify below)			7. Individual or Joint/Group Filing (Check Applicable Line) <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
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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>
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				(A) or (D)	Price		
		Code V	Amount				
Common Stock	2/21/03	S	2,000	D	59.713		
Common Stock	2/21/03	G	120	D	58.985	29,371*	D
Common Stock						250	I (1)
Common Stock						1,273	I (2)

* Includes 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 2/19/2003.

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
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[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.

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

February 24, 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.