

SMITH HAROLD B
Form 4
April 22, 2003

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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* _____ Smith, Harold B. _____ <i>(Last) (First) (Middle)</i> Illinois Tool Works Inc. 3600 West Lake Avenue _____ <i>(Street)</i> Glenview, IL 60025 _____ <i>(City) (State) (Zip)</i>	2. Issuer Name and Ticker or Trading Symbol _____ Illinois Tool Works Inc. (ITW) _____ 4. Statement for Month/Day/Year _____ April 12, 2003 _____ 6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner </div> <div style="display: flex; justify-content: space-between;"> <input type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> </div> _____	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____ 5. If Amendment, Date of Original (Month/Day/Year) _____ 7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person </div>
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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 (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)	(A) or (D)	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	Price			
Common Stock						538,626	I	(1)
Common Stock	4/21/03		S	50,000	D 63.3376	8,895,424	I	(2)
Common Stock						336,040	I	(3)

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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6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>

[illegible]

Explanation of Responses:

- (1) Shares held in a Revocable Trust created by me;
- (2) Shares held in a Trust of which I am a Co-Trustee and have a direct beneficial interest;
- (3) Shares held in a Trust of which I am a Co-Trustee and have a contingent beneficial interest.

Harold B. Smith, by
Stewart S. Hudnut,
Senior Vice President,
General Counsel &
Secretary
Power of Attorney on File

4/21/03

****Signature of Reporting
Person
Attorney-in-Fact
Power of Attorney on File**

Date _____

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** 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.

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