

KINNEY JON C
Form 4
January 03, 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).

<p>1. Name and Address of Reporting Person*</p> <p>Kinney, Jon C.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> <p>Illinois Tool Works Inc. 3600 West Lake Avenue</p> <hr/> <p><i>(Street)</i></p> <p>Glenview, IL 60025</p> <hr/> <p><i>(City) (State) (Zip)</i></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Illinois Tool Works Inc. (ITW)</p> <hr/> <p>4. Statement for Month/Day/Year</p> <p>January 2, 2003</p> <hr/> <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p>Senior Vice President & CFO</p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form Filed by One Reporting Person</p> <p><input type="checkbox"/> Form Filed by More than One Reporting Person</p>
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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>	(A) or (D)	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>	
			Code V	Amount	Price				
Common Stock	1/2/03		A	20,000	A	66.34	28,913	D	
Common Stock							4,751	I	**

*Grant of Restricted Stock Vesting Over 3 Year Period: 12/16/03, 12/16/04, 12/16/05

**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 (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)		
					Code V	(A)	(D)
Employee Stock Option (Right to Buy)	18.1875						
Employee Stock Option (Right to Buy)	68.10						
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)
1	12/10/03		5,089	D	
8/21/2002	12/10/03		2,380	D	
2	12/8/05		20,000	D	
3	12/12/07		20,000	D	
4	12/11/08		25,000	D	
5	12/17/09		30,000	D	
6	12/15/10		72,500	D	
7	12/14/11		60,000	D	

Explanation of Responses:

These options vest in four (4) 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/ JON C. KINNEY
By Stewart S. Hudnut,
Senior Vice President,
General Counsel &
Secretary
Attorney-In-Fact

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.