

ZENTMYER HUGH J
Form 4
January 06, 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>Zentmyer, Hugh J.</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>2. Issuer Name and Ticker or Trading Symbol</p> <p>Illinois Tool Works Inc. (ITW)</p> <hr/>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</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>Executive Vice President</p> <hr/>	<p>4. Statement for Month/Day/Year</p> <p>January 2, 2003</p> <hr/>	<p>5. If Amendment, Date of Original (Month/Day/Year)</p> <hr/>
<p>Glenview, IL 60025</p> <hr/> <p><i>(City) (State) (Zip)</i></p>		<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)	Price	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>
Common Stock	1/2/03		A*	16,750	A	66.34	20,100	D	
Common Stock							418	I	(1)
Common Stock							7,590	I	(2)
Common Stock							325	I	(3)

* Grant of Restricted Stock vesting over 4 Year Period: 12/1/03, 12/1/04, 12/1/05, 12/1/06

(1) Hugh J. Zentmyer Revocable Trust - Hugh J. Zentmyer Trustee

(2) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of 12/31/02.

(3) Shares held in a trust of which I am the Trustee and in which a member of my immediate family has a pecuniary interest.

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>		
					Code V	(A)	(D)
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 12/8/05			24,000	D	
2 12/12/07			20,000	D	
3 12/11/08			20,000	D	
4 12/17/09			25,000	D	
5 12/15/10			60,000	D	
6 12/14/11			50,000	D	

Explanation of Responses:

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

/s/ Hugh J. Zentmyer
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.