

FARRELL W JAMES  
Form 4  
January 17, 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).*

<p><b>1. Name and Address of Reporting Person*</b></p> <p>Farrell, W James</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><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Illinois Tool Works Inc. (ITW)</p> <hr/> <p><b>4. Statement for Month/Day/Year</b></p> <p>January 16, 2003</p> <hr/> <p><b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b></p> <p><input checked="" 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>Chairman &amp; CEO</p> <hr/>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b></p> <p>_____</p> <p><b>5. If Amendment, Date of Original (Month/Day/Year)</b></p> <p>_____</p> <p><b>7. Individual or Joint/Group Filing (Check Applicable Line)</b></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>
--	---	---

Edgar Filing: FARRELL W JAMES - Form 4

---

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 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)	34.59						
Employee Stock Option (Right to Buy)	54.62						
Employee Stock Option (Right to Buy)	33.375						
Employee Stock Option (Right to Buy)	33.375						
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)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
11/23/99	5/4/09	(1)	606	D	
2(a)	12/12/07		100,000	D	
3(a)	5/3/06		38,504	D	
3(a)	5/3/06		311,496	I	(4)
2(b)	12/11/08		100,000	D	
2(c)	12/17/09		200,000	D	
2(d)	12/15/10		450,000	D	
2(e)	12/14/11		400,000	D	

(1) Options received for options for 75 shares of Premark International Inc. pursuant to merger with ITW (2) Options vest in 4 equal annual installments beginning 1 year from date of grant: (a) 12/12/97 (b) 12/11/98 (c) 12/17/99 (d) 12/15/00 (e) 12/14/01 (3) Options vest in five equal annual installments beginning 1 year from date of grant: (a) 5/3/96 (4) Transfer of options that were previously owned by me to JM Investment Partners L.P.

**Explanation of Responses:**

W. James Farrell  
By Stewart S. Hudnut,  
Senior Vice President,  
General Counsel &  
Secretary

January 16, 2003

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

Edgar Filing: FARRELL W JAMES - Form 4

Attorney-In-Fact

---

\*\* 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.

Page 4