

PTAK FRANK S
Form 4
January 03, 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* Ptak, Frank S <hr/> <i>(Last) (First) (Middle)</i> Illinois Tool Works Inc. <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/>
3600 West Lake Avenue, Glenview, IL 60025 <hr/> <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year January 2, 2003 <hr/>	5. If Amendment, Date of Original (Month/Day/Year) <hr/>
3600 West Lake Avenue, Glenview, IL 60025 <hr/> <i>(City) (State) (Zip)</i>	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <div style="display: flex; justify-content: space-between;"> <div> <input type="radio"/> Director <input checked="" type="radio"/> 10% Owner </div> <div> <input checked="" type="radio"/> Officer <i>(give title below)</i> </div> <div> <input type="radio"/> Other <i>(specify below)</i> Vice Chairman <hr/> </div> </div>	7. Individual or Joint/Group Filing (Check Applicable Line) <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="radio"/> Form Filed by One Reporting Person </div> <div> <input type="radio"/> Form Filed by More than One Reporting Person </div> </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)	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)
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			Code V	Amount	(A) or (D)	Price		
Common Stock	1/2/03		A*	70,000	A	66.34	140,483	D

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

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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>
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Code V

(A)

(D)

Employee Stock
Option (Right to
Buy)

18.1875

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)

65.5

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		
A	12/10/03		60,000	D	
B	12/8/05		60,000	D	
C	12/12/07		50,000	D	
D	12/11/08		60,000	D	
E	12/17/09		100,000	D	
F	12/15/10		230,000	D	
G	12/14/11		200,000	D	

Explanation of Responses:

Options vest in four equal annual installments beginning one year from date of grant: (a) 12/10/93 (b) 12/8/95 (c) 12/12/97 (d) 12/11/98 (e) 12/17/99 (f) 12/15/00 (g) 12/14/01

/s/ Frank S. Ptak
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.