

CALLAHAN ROBERT T  
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).

<b>1. Name and Address of Reporting Person*</b>  Callahan Robert T <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Last) (First) (Middle)</i>  Illinois Tool Works Inc. 3600 West Lake Avenue <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(Street)</i>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Illinois Tool Works Inc. (ITW) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
Glenview, IL 60025 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <i>(City) (State) (Zip)</i>	<b>4. Statement for Month/Day/Year</b>  January 2, 2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	<b>5. If Amendment, Date of Original (Month/Day/Year)</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
<b>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</b>  <div style="display: flex; justify-content: space-between;"> <div> <input type="radio"/> Director           <input checked="" type="radio"/> Officer <i>(give title below)</i> <input type="radio"/> Other <i>(specify below)</i> </div> <div> <input type="radio"/> 10% Owner           <input type="radio"/> Senior Vice President - Human Resources         </div> </div>		<b>7. Individual or Joint/Group Filing (Check Applicable Line)</b>  <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="radio"/> Form Filed by One Reporting Person           <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).

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Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

\* Shares allocated to my account in the Illinois Tool Works Inc. Savings & Retirement Plan  
Grant of Restricted Stock vesting over 3 year period 12/16/2003, 12/16/2004, 12/16/2005

**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)	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)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
1	12/12/07		1,500	D	
2	12/11/08		6,000	D	
3	12/17/09		7,000	D	
4	12/15/10		17,000	D	
5	12/14/11		15,000	D	

**Explanation of Responses:**

Options vest in four equal annual installments beginning one year from date of grant: Granted: (1) 12/12/97 (2) 12/11/98 (3) 12/17/99 (4) 12/15/2000 (5) 12/14/2001

Robert T. Callahan  
Stewart S. Hudnut, Senior  
Vice President, General  
Counsel & Secretary

January 2, 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.