

SUTHERLAND ALLAN C
Form 4
February 20, 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).

1. Name and Address of Reporting Person* Sutherland Allan C <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>	2. Issuer Name and Ticker or Trading Symbol Illinois Tool Works Inc. (ITW) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) <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>	4. Statement for Month/Day/Year February 18, 2003 <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>	5. If Amendment, Date of Original (Month/Day/Year) <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/>
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> </div> </div> <div style="margin-top: 10px;"> Sr. V.P., Leasing & Investments <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> </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>

Edgar Filing: SUTHERLAND ALLAN C - 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 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>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	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	2/18/03	F V	944 D	57.51 31,491*	D	
Common Stock				250	I	(1)
Common Stock				1,273	I	(2)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

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	12/11/08		11,300	D	
2	12/17/09		25,000	D	
3	12/15/10		45,000	D	
4	12/14/11		50,000	D	

Explanation of Responses:

* Includes Grant of Restricted Stock vesting over 4 year period: 12/1/03, 12/1/04, 12/1/05, 12/1/06

(1) Shares held by me as custodian for my minor child under Illinois UGMCA

(2) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan. Information reported as of 2/19/2003.

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

Allan C. Sutherland
By Stewart S. Hudnut,
Senior Vice President,
General Counsel &
Secretary

February 20, 2003

**Signature of Reporting
Person
Attorney-In-Fact

Date

Edgar Filing: SUTHERLAND ALLAN C - Form 4

** 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