

DAVIS DON H JR
Form 4
March 21, 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* _____ Davis, Don H, Jr. _____ <i>(Last) (First) (Middle)</i> Illinois Tool Works Inc. 3600 West Lake Avenue _____ <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol _____ Illinois Tool Works Inc. (ITW) _____	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) _____																
Glenview, IL 60025 _____ <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year _____ March 20, 2003 _____	5. If Amendment, Date of Original (Month/Day/Year) _____																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">X</td> <td style="width: 40%;">Director</td> <td style="width: 5%; text-align: center;">O</td> <td style="width: 50%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">O</td> <td colspan="3">Officer (give title below)</td> </tr> <tr> <td style="text-align: center;">O</td> <td colspan="3">Other (specify below)</td> </tr> </table> _____		X	Director	O	10% Owner	O	Officer (give title below)			O	Other (specify below)			7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 5%; text-align: center;">X</td> <td style="width: 95%;">Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	X	Form Filed by One Reporting Person	O	Form Filed by More than One Reporting Person
X	Director	O	10% Owner															
O	Officer (give title below)																	
O	Other (specify below)																	
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O	Form Filed by More than One Reporting Person																	

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>		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>
			Code V	Amount	(A) or (D)	Price		
Common Stock	3/20/2003		A ***V	218	A	60.62	4,590	D

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)
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Phantom Stock Units			
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Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>

[illegible]

Explanation of Responses:

*** Deferred Stock Under the ITW Non-Officer Directors Fee Conversion Plan

**** Represents Units of Phantom Stock Under the Phantom Stock Plan for Non-Officer Directors. Each Unit is equal in value to one share of Common Stock. The units are not transferable and have no voting rights. Additional units are credited in amounts equivalent to cash dividends paid on the Common Stock.

Don H. Davis, Jr. by
Stewart S. Hudnut
Senior Vice President,
General Counsel &
Secretary
Power of Attorney on File
Attorney-in-Fact

March 21, 2003

****Signature of Reporting
Person**

Date _____

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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