

ILLINOIS TOOL WORKS INC
Form S-8
May 30, 2003

As filed with the Securities and Exchange Commission on May 30, 2003

Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ILLINOIS TOOL WORKS INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State of incorporation)

36-1258310
(I.R.S. Employer
Identification No.)

3600 WEST LAKE AVENUE
GLENVIEW, ILLINOIS 60025-5811
(Address of principal executive offices)

ITW SAVINGS AND INVESTMENT PLAN
(Full title of the Plan)

STEWART S. HUDNUT, ESQ.
SENIOR VICE PRESIDENT, GENERAL COUNSEL & SECRETARY
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, ILLINOIS 60025-5811
(847) 724-7500
(Name, address and telephone number
of agent for service)

WITH A COPY TO:

EDWARD SPACAPAN, JR., ESQ.
SCHIFF HARDIN & WAITE
6600 SEARS TOWER
CHICAGO, ILLINOIS 60606-6473
(312) 258-5500

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, par value \$.01 per share	8,000,000 (1)	\$61.855 (2)	\$494,840,000
Interests in the Plan	(3)	(3)	(3)

(1) Together with additional shares of Common Stock which become available under the IT Plan as the result of a stock split, stock dividend or similar transaction affecting pursuant to Rule 416(a) and (b) under the Securities Act of 1933.

(2) Based upon the average of the high and low sales prices of the Common Stock reported on the Exchange on May 29, 2003 pursuant to Rule 457(c) and (h) of the Securities Act of 1933.

(3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the Plan and a registration fee is required.

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E. REGISTRATION OF ADDITIONAL SECURITIES.

The contents of the Registration Statements on Form S-8 (File Nos. 33-53517, 333-17473 and 333-37068) filed by the Corporation with the Securities and Exchange Commission on May 6, 1994, December 9, 1996 and May 15, 2000 registering its Common Stock, par value \$.01 per share, issuable pursuant to the ITW Savings and Investment Plan are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Registration Statements (File Nos. 33-53517, 333-17473 and 333-37068), all of which is incorporated herein by reference.

ITEM 8. EXHIBITS.

See Index to Exhibits.

The Corporation has received from the Internal Revenue Service a determination that the Plan is qualified under Section 401 of the Internal Revenue Code, and the Corporation will cause to be made all changes required by the Internal Revenue Service in order to continue to so qualify the Plan.

SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its

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behalf by the undersigned, thereunto duly authorized, in the City of Glenview, State of Illinois, on May 30, 2003.

ILLINOIS TOOL WORKS INC.

By: /s/ Stewart S. Hudnut

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

POWER OF ATTORNEY

Each of the undersigned officers and directors of the Registrant hereby constitutes and appoints W. James Farrell, Jon C. Kinney, Robert T. Callahan and Stewart S. Hudnut and each of them, his true and lawful attorneys with full power to them and to each of them singly, to sign, in any and all capacities, any and all amendments to this Registration Statement, including post-effective amendments, to file the same with all exhibits thereto, and other documents in connection therewith, with the Commission under the Securities Act. Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on May 30, 2003.

SIGNATURE

TITLE

/s/ W. James Farrell

Chairman & Chief Executive

Officer & Director

W. James Farrell

(Principal Executive Officer)

/s/ Jon C. Kinney

Senior Vice President & Chief

Financial Officer

Jon C. Kinney

(Principal Financial &

Accounting Officer)

4

Director

William F. Aldinger

/s/ Michael J. Birck

Director

Michael J. Birck

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Director

Marvin D. Brailsford

/s/ James R. Cantalupo Director

James R. Cantalupo

/s/ Susan Crown Director

Susan Crown

/s/ Don H. Davis, Jr. Director

Don H. Davis, Jr.

/s/ Robert C. McCormack Director

Robert C. McCormack

/s/ Robert S. Morrison Director

Robert S. Morrison

Director

Harold B. Smith

THE PLAN. Pursuant to the requirements of the Securities Act, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Glenview, State of Illinois, on May 30, 2003.

ITW SAVINGS AND INVESTMENT PLAN

By: Employee Benefits Committee
of Illinois Tool Works Inc.

By: /s/ Robert T. Callahan

Robert T. Callahan, Member of Employee
Benefits Committee and Senior Vice
President Human Resources

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
23.1	Consent of Deloitte & Touche LLP.
23.2	Notice Regarding Consent of Arthur Andersen LLP.
24	Powers of Attorney of directors and certain officers of the Registrant are included on the signature page.

