FARRELL W JAMES
Form 4
January 17, 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

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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1. Name and Address of Reporting Person*

Farrell, W James

(Last) (First) (Middle)

Illinois Tool Works Inc.
3600 West Lake Avenue

(Street)

Glenview, IL 60025

(City) (State) (Zip)

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)*

4. Statement for Month/Day/Year

January 16, 2003

5. If Amendment, Date of Original *(Month/Day/Year)*

6. Relationship of Reporting Person(s) to Issuer *(Check All Applicable)*

x Director o 10% Owner

x Officer *(give title below)*

o Other *(specify below)*

Chairman & CEO

7. Individual or Joint/Group Filing *(Check Applicable Line)*

x Form Filed by One Reporting Person

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 *(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)*
			Code	V	Amount	(A) or (D)	Price			
Common Stock								17,436	I	(1)
Common Stock								16,462	I	(2)
Common Stock								6,855	I	(3)
Common Stock	1/16/03		S		148	D	65.22	16	I	(4)
Common Stock								140,000	D	(5)

(1) Held in Revocable Trust (2) Shares held in JM Investment Partners L.P. (3) Shares allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan - Information reported as of January 8, 2003 (4) Shares held by my son as to which I disclaim beneficial ownership. (5)Grant of Restricted Stock Vesting over 3 year period 12/16/03, 12/16/04, 12/16/05

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)	34.59						
Employee Stock Option (Right to Buy)	54.62						
Employee Stock Option (Right to Buy)	33.375						
Employee Stock Option (Right to Buy)	33.375						
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				
11/23/99	5/4/09	(1)			606	D	
2(a)	12/12/07				100,000	D	
3(a)	5/3/06				38,504	D	
3(a)	5/3/06				311,496	I	(4)
2(b)	12/11/08				100,000	D	
2(c)	12/17/09				200,000	D	
2(d)	12/15/10				450,000	D	
2(e)	12/14/11				400,000	D	

(1) Options received for options for 75 shares of Premark International Inc. pursuant to merger with ITW (2) Options vest in 4 equal annual installments beginning 1 year from date of grant: (a) 12/12/97 (b) 12/11/98 (c) 12/17/99 (d) 12/15/00 (e) 12/14/01 (3) Options vest in five equal annual installments beginning 1 year from date of grant: (a) 5/3/96 (4) Transfer of options that were previously owned by me to JM Investment Partners L.P.

Explanation of Responses:

W. James Farrell
By Stewart S. Hudnut,
Senior Vice President,
General Counsel &
Secretary

January 16, 2003

**Signature of Reporting Person

Date

Attorney-In-Fact

** 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.