

ILLINOIS TOOL WORKS INC
Form S-8
August 19, 2003

As filed with the Securities and Exchange Commission on August 19,
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)

ILLINOIS TOOL WORKS INC. 1996 STOCK INCENTIVE 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	5,499,279 (1)	\$69.035 (2)	\$207,105,000 (3)

- (1) Together with additional shares of Common Stock which became issuable under the Illinois Tool Works Inc. 1996 Stock Incentive Plan as the result of a stock split, stock dividend or similar transaction affecting the Common Stock, 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 New York Stock Exchange on August 12, 2003 pursuant to Rule 457(c) and (h) of the Securities Act of 1933.
- (3) Of the 5,499,279 shares being registered under the Illinois Tool Works Inc. 1996 Stock Incentive Plan, 2,499,279 shares were previously registered on Post-Effective Amendment No. 1 on Form S-8 to Registration Statement on Form S-4 (File No. 333-88801) and remain available for issuance under the Premark International, Inc. 1994 Incentive Plan. The Registrant has filed a post-effective amendment to that Form S-8 to deregister the 2,499,279 shares, and the associated registration fee of \$38,382.94 previously paid on these shares is hereby carried forward to cover the registration fee for the 2,499,279 shares concurrently being registered under this Registration Statement. Accordingly, the registration fee under this Registration Statement is calculated with respect to 3,000,000 shares.

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EXPLANATORY NOTE

Following stockholder approval, the Premark International, Inc. 1994 Incentive Plan was merged with and into the Illinois Tool Works Inc. 1996 Stock Incentive Plan effective May 9, 2003.

GENERAL INSTRUCTIONS

E. REGISTRATION OF ADDITIONAL SECURITIES.

The contents of the Registration Statement on Form S-8 (File No. 333-22035) filed by the Registrant with the Securities and Exchange Commission on February 19, 1997 registering its Common Stock, par value \$.01 per share, issuable pursuant to the Illinois Tool Works Inc. 1996 Stock Incentive 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 Statement (File No. 333-22035), all of which is incorporated herein by reference. See footnote (3) above with respect to 2,499,279 shares carried forward to this Registration Statement.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Stewart S. Hudnut, Senior Vice President, General Counsel & Secretary of the Registrant, who is delivering the opinion attached hereto as Exhibit 5, owns 27,081 shares of the Registrant's Common Stock and holds options to acquire an additional 205,000 shares of Common Stock.

ITEM 8. EXHIBITS.

See Index to Exhibits.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 behalf by the undersigned, thereunto duly authorized, in the City of Glenview, State of Illinois, on August 8, 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 of 1933. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 8, 2003.

SIGNATURE

TITLE

/s/ W. James Farrell

Chairman & Chief Executive Officer
& Director
(Principal Executive Officer)

W. James Farrell

/s/ Jon C. Kinney

Senior Vice President & Chief
Financial Officer
(Principal Financial & Accounting
Officer)

Jon C. Kinney

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/s/ William F. Aldinger ----- William F. Aldinger	Director
/s/ Michael J. Birck ----- Michael J. Birck	Director
/s/ Marvin D. Brailsford ----- Marvin D. Brailsford	Director
/s/ James R. Cantalupo ----- James R. Cantalupo	Director
/s/ Susan Crown ----- Susan Crown	Director
/s/ Don H. Davis, Jr. ----- Don H. Davis, Jr.	Director
/s/ Robert C. McCormack ----- Robert C. McCormack	Director
/s/ Robert S. Morrison ----- Robert S. Morrison	Director
/s/ Harold B. Smith ----- Harold B. Smith	Director

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EXHIBIT NUMBER -----	DESCRIPTION -----
5	Opinion of Stewart S. Hudnut, Senior Vice President, General Counsel & Secretary regarding the validity of the shares of Common Stock being registered.
23.1	Consent of Deloitte & Touche LLP.
23.2	Notice Regarding Consent of Arthur Andersen LLP.
23.3	Consent of Stewart S. Hudnut (included in Exhibit 5).
24	Powers of Attorney of directors and certain officers of the Registrant are included on the signature page.