
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
Amendment No. 1 to Form 10-K

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2001
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-4797

ILLINOIS TOOL WORKS INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	36-1258310 (I.R.S. Employer Identification No.)
3600 W. Lake Avenue, Glenview, Illinois (Address of Principal Executive Offices)	60025-5811 (Zip Code)

Registrant's telephone number, including area code: **(847) 724-7500**

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	New York Stock Exchange Chicago Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the voting stock held by non-affiliates of the registrant as of March 12, 2002, was approximately \$18,600,000,000.

Shares of Common Stock outstanding at March 12, 2002 — 305,895,308.

Documents Incorporated by Reference

2001 Annual Report to Stockholders	Parts I, II, IV
Proxy Statement dated March 21, 2002 for Annual Meeting of Stockholders to be held on May 10, 2002.....	Part III

PART III

ITEM 13. *Certain Relationships and Related Transactions*

The Company maintains a commercial banking relationship with The Northern Trust Company and its wholly owned subsidiaries. (The Northern Trust Company is a wholly owned subsidiary of Northern Trust Corporation.) Susan Crown, Robert C. McCormack and Harold B. Smith, directors of ITW, are also directors of Northern Trust Corporation and The Northern Trust Company. The commercial banking relationship may involve, but is not strictly limited to the use of, the following services: creating and maintaining deposit accounts, credit services, investment banking services, payment and collection services, trade services, credit enhancement or payment guaranty, acting as agent or fiduciary, consulting services, risk management services, and broker dealer services. In addition, The Northern Trust Company serves as the trustee under the Company's principal pension plans. The banking and trustee relationships with The Northern Trust Company are conducted in the ordinary course of business on an arms-length basis and all amounts paid to or received from The Northern Trust Company are immaterial.

Information regarding directors and officers is incorporated by reference to the information under the captions "Director Compensation" and "Executive Compensation" in the Company's Proxy Statement for the 2002 Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 14th day of January 2003.

ILLINOIS TOOL WORKS INC.

By /s/ Jon C. Kinney
Jon C. Kinney
*Senior Vice President and
Chief Financial Officer*

CERTIFICATIONS

Certification of Principal Executive Officer

I, W. James Farrell, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this report on Form 10-K/A of Illinois Tool Works Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: January 14, 2003

/s/ W. James Farrell
W. James Farrell
Chairman and Chief Executive Officer

Certification of Principal Financial Officer

I, Jon C. Kinney, Chief Financial Officer, certify that:

1. I have reviewed this report on Form 10-K/A of Illinois Tool Works Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: January 14, 2003

/s/ Jon C. Kinney
Jon C. Kinney, Senior Vice President
and Chief Financial Officer