NORTHERN TRUST CORP Form SC 13G/A February 13, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 24)

Illinois Tool Works, Inc.

(Name of Issuer)

Common Stock, \$3.33 1/3 Par

(Title of Class of Securities)

452308 10 9

(CUSIP Number)

Check the following box if a fee is being paid with this statement [_]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

CUCTD No	450200 10 0 120				
JUSIP NO.	452308 10 9 13G	Page	2 OI 	7 Pages	
	Name of Reporting Person				
1	S.S. or I.R.S. Identification No. of abo	ove perso	n		
		-			
	Northern Trust Corporation		3	86-2723087	
	The Northern Trust Company		3	86-1561860	
	Northern Trust Bank, NA		0	0 0 0 7 7 7 7 0	
			C	36-0377338	
	Northern Trust Bank of Californ	nia, NA		94-2938925	
	Northern Trust Bank of Califorr Northern Trust Bank of Florida,		ç		
		NA	3	94-2938925	
	Northern Trust Bank of Florida,	NA JA	9 3 7	94-2938925 86-3190871	
	Northern Trust Bank of Florida, Northern Trust Bank of Texas, N	NA JA		94-2938925 86-3190871 75-1999849	

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(a)[_] (b)[_]

3	S.E.C. us	se only			
	Citizensł	nip or place of	organization		
4	Northern Trust Corporationa Delaware corporation with principal offices in Chicago, Illinois				
		5	Sole Voting Power		
Nı	Number of		5,419,105		
benefic	shares beneficially	6	Shared Voting Power		
	owned by		36,739,955		
	each	7	Sole Dispositive Power		
re	reporting person	1	3,675,792		
	with		Shared Dispositive Power		
		8	37,074,131		
10	Check box	x if the aggrega Not Applicable	ate amount in Row (9) excludes certain share	 ≥s.	
11	Percent o	of class represe	ented by amount in Row 9		
		14.18			
12	Type of 1	reporting persor	 ו		
		Northern Trust	Corporation HC		
			Pç	g. 3	
			AND EXCHANGE COMMISSION nington, DC 20549		
	SCHEDU	JLE 13G UNDER TH	HE SECURITIES EXCHANGE ACT OF 1934		
Check	the following	g box if a fee i	s being paid with statement [_].		
1.	(a) Illinois	s Tool Works, Ir	nc.		
	(Name of	f Issuer)			

- (b) 3600 West Lake Ave., Glenview, IL 60025 (Address of Issuer's Principal Executive Office)
- 2. (a) Northern Trust Corporation (Name of Person Filing)
 - (b) 50 South LaSalle Street, Chicago, Illinois 60675 (Address of Person Filing)

 - (e) 452308 10 9 ------(CUSIP Number)
- 3. This statement is being filed by Northern Trust Corporation as a Parent Holding Company in accordance with S240.13d-1(b)(1)(ii)(G).
- 4. (a) 43,437,846 (Amount Beneficially Owned)
 - (b) 14.18 -----(Percent of Class)
 - (c) Number of shares as to which such person has:

 - (iii) 3,675,792 ------(Sole Power to Dispose or Direct Disposition)

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- 5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [_]
- 6. Statement regarding ownership of 5 percent or more on behalf of another

person:

7. Parent Holding Company reporting on behalf of the following subsidiaries, all of which are banks as defined in Section 3(a) (6) of the Act:

The Northern Trust Company 50 South LaSalle Street Chicago, IL 60675

Northern Trust Bank of California N.A. Northern Trust Bank of Florida N.A. 355 South Grand Avenue, Suite 2600 Los Angeles, CA 90071

Northern Trust Investments, Inc. 50 South LaSalle Street Chicago, IL 60675

Northern Trust Company of Connecticut 300 Atlantic Street, Suite 400 Stamford, CT 06901

Northern Trust Bank N.A. 2398 East Camelback Road Phoenix, AZ 85016

700 Brickell Avenue Miami, FL 33131

Northern Trust Bank of Texas N.A. 2020 Ross Avenue Dallas, TX 75201

Northern Trust Bank, FSB 40701 Woodward, Suite 110 Bloomfield Hills, MI 48304

Identification and Classification of Members of the Group. 8.

Not Applicable.

9. Notice of Dissolution of Group.

Not Applicable.

10. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHERN TRUST CORPORATION

By: Perry R. Pero _____

DATED: 02-07-2003

As its: Vice Chairman

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EXHIBIT TO SCHEDULE 13G FILED BY NORTHERN TRUST CORPORATION

Securities and Exchange Commission 450 Fifth Street, N.W. Washington, DC 20549-1004 Attention: Filing Desk, Stop 1-4

RE: Illinois Tool Works, Inc.

Pursuant to the requirement of 240.13d-1(k) (1) (iii), this exhibit shall constitute our written agreement that the Schedule 13G to which this exhibit is attached is filed on behalf of Northern Trust Corporation and of its subsidiary(ies), as stated below, regarding our respective beneficial ownership in the above-captioned equity security.

NORTHERN TRUST CORPORATION

By: Perry R. Pero

DATED: 02-07-2003

The NORTHERN TRUST COMPANY

By: Perry R. Pero

As its Vice Chairman

NORTHERN TRUST BANK, NA NORTHERN TRUST BANK OF CALIFORNIA, NA NORTHERN TRUST BANK OF FLORIDA, NA NORTHERN TRUST BANK OF TEXAS, NA

NORTHERN TRUST INVESTMENTS, INC.

By: Orie L. Dudley -------As its Director

NORTHERN TRUST BANK OF COLORADO NORTHERN TRUST BANK, FSB

NORTHERN TRUST COMPANY OF CONNECTICUT

By: Trista Simoncek

As its Authorized Representative