

EXPLANATORY NOTE

Illinois Tool Works Inc. (the "Registrant") filed a Registration Statement on Form S-8 on December 28, 1999 (File No. 333-88801) which registered 8,239,306 shares of common stock, par value \$.01 per share ("Common Stock"), of the Registrant reserved for issuance pursuant to the Premark International, Inc. 1994 Incentive Plan (the "Premark Incentive Plan") and the Premark International, Inc. Director Stock Plan (the "Premark Director Plan").

On March 18, 2003, the Registrant's Board of Directors approved, subject to stockholder approval, the merger of the Premark Incentive Plan into the Illinois Tool Works Inc. 1996 Stock Incentive Plan (the "ITW Plan"). The merger was approved by the Registrant's stockholders at its Annual Meeting of Stockholders on May 9, 2003. No future awards will be made under the Premark Incentive Plan or the Premark Director Plan.

On August 8, 2003, the Registrant's Board of Directors authorized the filing of this Post-Effective Amendment No. 1 to the Registration Statement to deregister an aggregate of 2,499,279 shares of Common Stock previously registered that remain available for future grant under the Premark Incentive Plan. All of the 2,499,279 shares deregistered by this Post-Effective Amendment No. 1 are concurrently being registered on a registration statement on Form S-8 for the ITW Plan, and the associated registration fee paid by the Registrant to register these shares for the Premark Incentive Plan is being carried forward and applied to the registration fee necessary to register these shares under the ITW Plan.

This Post-Effective Amendment No. 1 is also filed to terminate the Registration Statement with respect to the Premark Director Plan. All of the awards made to directors under the Premark Director Plan have been exercised or have expired and are no longer exercisable. No future awards will be made under the Premark Director Plan.

Edgar Filing: ILLINOIS TOOL WORKS INC - Form S-8 POS

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 a Post-Effective Amendment No. 1 to Form S-8 Registration Statement and has duly caused this Post-Effective Amendment 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

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment has been signed by the following persons in the capacities indicated on August 8, 2003.

SIGNATURE

TITLE

/s/ W. James Farrell

W. James Farrell

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

/s/ Jon C. Kinney

Jon C. Kinney

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

/s/ William F. Aldinger

William F. Aldinger

Director

/s/ Michael J. Birck

Michael J. Birck

Director

Edgar Filing: ILLINOIS TOOL WORKS INC - Form S-8 POS

/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