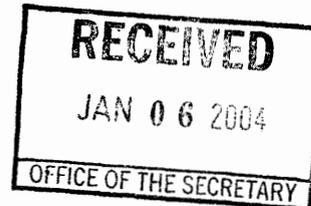


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**Stewart S. Hudnut**  
Senior Vice President  
General Counsel and  
Secretary

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December 29, 2003

Mr. Jonathan G. Kaiz  
Secretary  
Securities & Exchange Commission  
450 Fifth Street NW  
Washington, D.C. 20549

**File S7-19-03**

Dear Mr. Katz:

I am Senior Vice President, General Counsel & Secretary of Illinois Tool Works Inc., a publicly held, NYSE-listed company.

As corporate secretary, I have had the privilege and obligation to sit in on all of the Board of Directors and Committee Meetings at ITW since I came to this company in 1992. Prior to that, I was General Counsel & Secretary at MBIA and Scovill Manufacturing Company, both publicly held and NYSE-listed companies, commencing in 1977. As corporate secretary, I also sat in on the meetings of these boards and their committees, and they were fine boards. If you wish to confirm that, for instance, please ask Bill Donaldson, who sat on our Scovill Board from at least the mid-1970's to the mid-1980's.

Based on my intimate observations of these boards and their committees over the last two and a half decades and the effective collegiality I have witnessed there, I **oppose** the SEC proposal to require companies to include shareholder nominees for director in company proxy materials.

Shareholder nominees will inevitably represent the special interest agendas of the shareholders that nominated them rather than the interests of all shareholders as required under state law. This is the case because even though the nominee cannot be affiliated with the nominating shareholder, it is highly likely that the nominee would still be a special interest candidate. Moreover, there is no mechanism in the proposal that would provide for the removal of these directors if they are not acting in the best interest of all shareholders.

Mr. Jonathan G. Katz  
Securities & Exchange Commission  
December 19, 2003  
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In addition, a proposal of this magnitude raises many issues and questions, and could produce unintended consequences. In the proposing release the SEC posed hundreds of questions to the public, and interested parties cannot consider and meaningfully respond to those questions within 60 days. Because of the proposal's complexity, in my view the comment period should be extended for an additional 60 days to allow adequate study and consideration of the issues and potential ramifications of the proposal.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Stewart J. Fudner". The signature is written in a cursive style with a large initial "S".

SSH:d