

Illinois Tool Works Inc.
Corporate Headquarters
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Glenview, Illinois 60025-5811
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Stewart S. Hudnut
Senior Vice President
General Counsel and
Secretary

0539



August 12, 2002

Via Facsimile
(202-942-9651)
and UPS Next Day Air

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington DC 20549-0609

RE: Commission Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934 (Order No. 4-460)

Dear Mr. Katz,

As required by the above referenced Order, enclosed please find the sworn statements of W. James Farrell (principal executive officer) and Jon C. Kinney (principal financial officer) of Illinois Tool Works Inc.

Sincerely,

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

Enclosures

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**Statement Under Oath of Principal Executive Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

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

(1) To the best of my knowledge, based upon a review of the covered reports of Illinois Tool Works Inc., and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

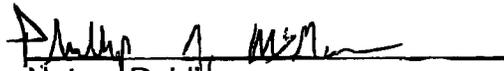
(2) I have reviewed the contents of this statement with Illinois Tool Works Inc.'s Audit Committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Illinois Tool Works Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.


 W. James Farrell
 Chairman and Chief Executive Officer
 August 12, 2002

Subscribed as sworn to before me this 12th day of August 2002.


 Notary Public

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