

Akradi Bahram
Form 4
January 30, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Akradi Bahram

2. Issuer Name and Ticker or Trading Symbol
NORTHERN OIL & GAS, INC. [N O G]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
601 CARLSON PKWY, SUITE 990
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

MINNETONKA, MN 55305
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	01/26/2018		A	7,211 A \$ 0	6,187,211	D	
Common Stock					30,000	I	Held by Life Time Fitness 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Akradi Bahram 601 CARLSON PKWY, SUITE 990 MINNETONKA, MN 55305	X			

Signatures

/s/ Stephanie L. Horton
attorney-in-fact

01/30/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock granted in lieu of cash director fees pursuant to the Issuer's 2013 Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. We are or are under consideration in many parts of the world relating to manufacturing processes, and the sale or use of certain products. To date, such developments have not had a substantial adverse impact on the Company's sales or earnings. The Company has made considerable efforts to develop and sell environmentally compatible products resulting in new and expanding marketing opportunities.

Employees

The Company employed approximately 48,700 persons as of December 31, 2002 and considers its employee relations to be excellent.

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The Company's international operations include subsidiaries, joint ventures and licensees in 43 countries on six continents. These operations serve such markets as construction, automotive, food retail and service, general industrial, and others on a worldwide basis. The Company's international operations contributed approximately 37% of operating revenues in 2002 and in 2001.

Refer to the Company's 2002 Annual Report to Stockholders for additional information on international activities. International operations are subject to certain risks inherent in conducting business in foreign countries, including price controls, exchange controls, limitations on participation in local enterprises, nationalization, expropriation and other governmental action, and changes in currency exchange rates.

Forward-looking Statements

This annual report on Form 10-K/ A contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, without limitation, statements regarding availability of raw materials and energy, the cost of compliance with environmental regulations, the adequacy of internally generated funds, the recoverability of the Company's investment in mortgage-related assets, aircraft leases and telecom leases, the meeting of dividend payout objectives, the divestiture of the Florida Tile business in 2003, Premark's target operating margins, payments under guarantees, the availability of additional financing and the Company's 2003 forecasts. These statements are subject to certain risks, uncertainties, and other factors, which could cause actual results to differ materially from those anticipated, including, without limitation, the risks described herein. Important factors that may influence future results include (1) a downturn in the construction, automotive, general industrial, food retail and service, or real estate markets, (2) deterioration in global and domestic business and economic conditions, particularly in North America, the European Community and Australia, (3) the unfavorable impact of foreign currency fluctuations, (4) an interruption in, or reduction in, introducing new products into the Company's product lines, (5) a continuing unfavorable environment for making acquisitions or dispositions, domestic and international, including adverse accounting or regulatory requirements and market values of candidates, and (6) unfavorable tax law changes and tax authority rulings.

Executive Officers

Executive Officers of the Company as of February 28, 2003:

Name	Office	Age
Robert T. Callahan	Senior Vice President, Human Resources	61
W. James Farrell	Chairman and Chief Executive Officer	60
Russell M. Flaum	Executive Vice President	52
David T. Flood	Executive Vice President	51
Philip M. Gresh, Jr.	Executive Vice President	54
Thomas J. Hansen	Executive Vice President	54
Stewart S. Hudnut	Senior Vice President, General Counsel and Secretary	63
Jon C. Kinney	Senior Vice President and Chief Financial Officer	60
Frank S. Ptak	Vice Chairman	59
James M. Ringler	Vice Chairman	57
David B. Spear	Executive Vice President	51
Allan C. Sutherland	Senior Vice President, Leasing and Investments	39
Hugh J. Zentmeyer	Executive Vice President	56

The executive officers of the Company serve at the pleasure of the Board of Directors. Except for Messrs. Callahan, Flood, Gresh, and Ringler, each of the foregoing officers has been employed by the Company in various elected executive capacities for more than five years. Mr. Callahan was elected Senior

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Vice President in 2002. He joined the Company in 1976 and has served the Company in various human resource capacities over the last 26 years. Mr. Flood was elected Executive Vice President in 2000. He joined the Company in 1993 and has held various management positions within the polymers, fluids and machined components businesses and previously worked for the company from 1976 to 1991. Mr. Gresh was elected Executive Vice President in 2000. He joined the Company in 1989 and has held various sales, marketing and general management positions with the consumer packaging businesses. Mr. Ringler was elected Vice Chairman in 1999. He joined Premark in 1990 where he served as President and Chief Operating Officer until May 1996. He served as Premark's Chief Executive Officer and President from May 1996 to October 1997, after which he served as Chairman of the Board, Chief Executive Officer and President until Premark's merger with the Company in November 1999.

Internet Information

Copies of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available free of charge through the Company's website (www.itw.com) as soon as reasonably practicable after the Company electronically files the material with, or furnishes it to, the Securities and Exchange Commission.

ITEM 2. Properties

As of December 31, 2002 the Company operated the following plants and office facilities, excluding regional sales offices and warehouse facilities:

	Number of Properties	Floor Space		
		Owned	Leased	Total
(In millions of square feet)				
Engineered Products North America	150	8.1	3.6	11.7
Engineered Products International	106	4.9	1.8	6.7
Specialty Systems North America	142	8.6	3.3	11.9
Specialty Systems International	116	6.6	2.2	8.8
Leasing and Investments	25	2.0	0.5	2.5
Corporate	9	1.5	0.0	1.5
	548	31.7	11.4	43.1

The principal plants outside of the U.S. are in Australia, Austria, Belgium, Canada, Denmark, France, Germany, Ireland, Italy, Malaysia, Mexico, the Netherlands, Spain, Switzerland and the United Kingdom.

The Company's properties are primarily of steel, brick or concrete construction and are maintained in good operating condition. Productive capacity, in general, currently exceeds operating levels. Capacity levels are somewhat flexible based on the number of shifts operated and on the number of overtime hours worked. The Company adds productive capacity from time to time as required by increased demand. Additions to capacity can be made within a reasonable period of time due to the nature of the businesses.

Table of Contents**ITEM 3. Legal Proceedings**

Not applicable.

ITEM 4. Submission of Matters to a Vote of Security Holders

Not applicable.

PART II**ITEM 5. Market for the Registrant's Common Equity and Related Stockholder Matters**

This information is incorporated by reference to the Company's 2002 Annual Report to Stockholders. Information regarding the securities authorized for issuance under equity compensation plans is incorporated by reference to the information under the caption "Equity Compensation Plan Information" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

ITEM 6. Selected Financial Data

	2002	2001	2000	1999	1998
	In thousands (except per share amounts)				
Operating revenues	\$ 9,467,740	9,292,791	9,511,647	8,840,454	7,898,285
Income from continuing operations	\$ 931,810	802,449	969,451	835,895	801,895
Income from continuing operations per common share:					
Basic	\$ 3.04	2.64	3.21	2.78	2.67
Diluted	\$ 3.02	2.62	3.18	2.74	2.63
Total assets at year-end	\$ 10,623,101	9,822,349	9,514,847	8,978,329	8,133,424
Long-term debt at year-end	\$ 1,460,381	1,267,141	1,549,038	1,360,746	1,208,046
Cash dividends declared per common share	\$.90	.84	.76	.65	.53

Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets. Refer to the Company's 2002 Annual Report to Stockholders for discussion of the effect of the change in accounting principle.

ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

This information is incorporated by reference to the Company's 2002 Annual Report to Stockholders.

ITEM 7A. Quantitative and Qualitative Disclosures about Market Risk

This information is incorporated by reference to the Company's 2002 Annual Report to Stockholders.

ITEM 8. Financial Statements and Supplementary Data

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The financial statements and reports thereon of Deloitte & Touche LLP dated January 27, 2003, and Arthur Andersen LLP dated January 28, 2002, and the supplementary data found in the Company's 2002 Annual Report to Stockholders, are incorporated by reference.

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ITEM 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

On May 10, 2002, the Company filed a Form 8-K confirming the dismissal of the Company's independent auditors, Arthur Andersen LLP, and the engagement of the services of Deloitte & Touche LLP as its new independent auditors.

PART III

ITEM 10. *Directors and Executive Officers of the Registrant*

Information regarding the Directors of the Company is incorporated by reference to the information under the caption "Election of Directors" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

Information regarding the Executive Officers of the Company can be found in Part I of this Annual Report on Form 10-K/A on pages 8 and 9.

Information regarding compliance with Section 16(a) of the Exchange Act is incorporated by reference to the information under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

ITEM 11. *Executive Compensation*

This information is incorporated by reference to the information under the caption "Executive Compensation, Director Compensation, Company Performance and Report of the Compensation Committee on Executive Compensation" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

ITEM 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

This information is incorporated by reference to the information under the caption "Ownership of ITW Stock and Equity Compensation Plan Information" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

ITEM 13. *Certain Relationships and Related Transactions*

Additional information is incorporated by reference to the information under the captions "Director Compensation, Executive Compensation and Ownership of ITW Stock" in the Company's Proxy Statement for the 2003 Annual Meeting of Stockholders.

PART IV

ITEM 14. *Controls and Procedures*

The Company's management, with the participation of the Company's Chairman & Chief Executive Officer and Senior Vice President & Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of December 31, 2002. Based on such evaluation, the Company's Chairman & Chief Executive Officer and Senior Vice President & Chief Financial Officer have concluded that, as of December 31, 2002, the Company's disclosure controls and procedures were effective in timely alerting the Company's management to material information required to be included in the Form 10 K/A and other Exchange Act filings.

In connection with the evaluation by management, including the Company's Chairman & Chief Executive Office and Senior Vice President & Chief Financial Officer, no changes in the Company's internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the quarter ended

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December 31, 2002 were identified that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

ITEM 15. Exhibits, Financial Statement Schedules, and Reports on Form 8-K

(a)(1) Financial Statements

The financial statements and reports thereon of Deloitte & Touche LLP dated January 27, 2003, Arthur Andersen LLP dated January 28, 2002 and the supplementary data as found in the Company's 2002 Annual Report to Stockholders, are incorporated by reference. The financial statements previously filed under Form 10-K have been amended in this Form 10-K/A to reflect expanded disclosures in the Management's Discussion and Analysis and the Notes to Financial Statements. The financial statements have not been adjusted or restated.

Arthur Andersen LLP audited the financial statements for and as of the years ended December 31, 2001 and 2000 included in the annual report on Form 10-K/A for the year ended December 31, 2002. These financial statements are incorporated by reference into Illinois Tool Works Inc.'s previously filed registration statements on Form S-8 (File No. s 333-22035, 333-37068, 333-75767 and 333-69542), Form S-4 (File No. s 333-02671, 333-25471 and 333-88801) and Form S-3 (File No. s 33-5780 and 333-70691) and Premark International, Inc.'s previously filed registration statements on Form S-3 (File No. s 33-35137 and 333-62105). After reasonable efforts, Illinois Tool Works Inc. has not been able to obtain the consent of Arthur Andersen LLP to the incorporation by reference of its audit report dated January 28, 2002 into the Company's registration statements. As a result, Arthur Andersen LLP may not have any liability under Section 11(a) of the Securities Act as to any untrue statement of a material fact contained in the financial statements audited by Arthur Andersen LLP or any omission of a material fact required to be stated therein. Accordingly, investors may be unable to assert a claim against Arthur Andersen LLP under Section 11(a) of the Securities Act with respect to such financial statements.

(2) Financial Statement Schedules

None.

(3) Exhibits

(i) See the Exhibit Index on pages 14, 15 and 16 of this Form 10-K/ A.

(ii) Pursuant to Regulation S-K, Item 601(b)(4)(iii), the Company has not filed with Exhibit 4 any debt instruments for which the total amount of securities authorized thereunder are less than 10% of the total assets of the Company and its subsidiaries on a consolidated basis as of December 31, 2002, with the exception of the agreements related to the 5 3/4% and 6 7/8% Notes, which are filed with Exhibit 4. The Company agrees to furnish a copy of the agreements related to the debt instruments which have not been filed with Exhibit 4 to the Securities and Exchange Commission upon request.

(b) Reports on Form 8-K

No reports on Form 8-K have been filed during the three months ended December 31, 2002.

Table of Contents**EXHIBIT INDEX****ANNUAL REPORT on FORM 10-K/A****2002**

Exhibit Number	Description
3(a)	Restated Certificate of Incorporation of Illinois Tool Works Inc., as amended, filed as Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1997 (Commission File No. 1-4797) and incorporated herein by reference.
3(b)	By-laws of Illinois Tool Works Inc., as amended, filed as Exhibit 3(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission File No. 1-4797) and incorporated herein by reference.
4(a)	Indenture, dated as of November 1, 1986, between Illinois Tool Works Inc. and The First National Bank of Chicago, as Trustee, filed as Exhibit 4 to the Company's Registration Statement on Form S-3 (Registration Statement No. 33-5780) filed with the Securities and Exchange Commission on May 14, 1986 and incorporated herein by reference.
4(b)	First Supplemental Indenture, dated as of May 1, 1990 between Illinois Tool Works Inc. and Harris Trust and Savings Bank, as Trustee, filed as Exhibit 4-3 to the Company's Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Registration No. 33-5780) filed with the Securities and Exchange Commission on May 8, 1990 and incorporated herein by reference.
4(c)	Form of 5 3/4% Notes due March 1, 2009, filed as Exhibit 4 to the Company's Current Report on Form 8-K dated February 24, 1999 and incorporated herein by reference.
4(d)	Form of Indenture (Revised) in connection with Premark International, Inc.'s Form S-3 Registration Statement No. 33-35137 and Form S-3 Registration Statement No. 333-62105 (Exhibit 4.2 to the Premark International, Inc.'s Annual Report on Form 10-K for the year ended December 28, 1996) and incorporated herein by reference.
10(a)	Illinois Tool Works Inc. 1996 Stock Incentive Plan dated February 16, 1996, as amended on December 12, 1997 and October 29, 1999, filed as Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1999 (Commission File No. 1-4797) and incorporated herein by reference.
10(b)	Amendment to the Illinois Tool Works Inc. 1996 Stock Incentive Plan dated January 2, 2003, filed as Exhibit 10(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission File No. 1-4797) and incorporated herein by reference.
10(c)	Illinois Tool Works Inc. 1982 Executive Contributory Retirement Income Plan adopted December 13, 1982, filed as Exhibit 10(c) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1990 (Commission File No. 1-4797) and incorporated herein by reference.
10(d)	Illinois Tool Works Inc. 1985 Executive Contributory Retirement Income Plan adopted December 1985, filed as Exhibit 10(d) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1990 (Commission File No. 1-4797) and incorporated herein by reference.
10(e)	Amendment to the Illinois Tool Works Inc. 1985 Executive Contributory Retirement Income Plan dated May 1, 1996, filed as Exhibit 10(c) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996 (Commission File No. 1-4797) and incorporated herein by reference.
10(f)	Illinois Tool Works Inc. Executive Incentive Plan adopted February 16, 1996, filed as Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996 (Commission File No. 1-4797) and incorporated herein by reference.
10(g)	ITW Nonqualified Pension Benefits Plan, effective January 1, 2002, filed as Exhibit 10(a) to the Company's Annual Report on Form 10-Q for the quarterly period ended September 30, 2002 (Commission File No. 1-4797) and incorporated herein by reference.

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Exhibit Number	Description
10(h)	Illinois Tool Works Inc. Non-officer Directors Restricted Stock Program, as amended, filed as Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2001 (Commission File No. 1-4797) and incorporated herein by reference.
10(i)	Illinois Tool Works Inc. Outside Directors Deferred Fee Plan dated December 12, 1980, filed as Exhibit 10(h) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (Commission File No. 1-4797) and incorporated herein by reference.
10(j)	Illinois Tool Works Inc. Phantom Stock Plan for Non-officer Directors, filed as Exhibit 10(e) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996 (Commission File No. 1-4797) and incorporated herein by reference.
10(k)	Illinois Tool Works Inc. Executive Contributory Retirement Income Plan effective January 1, 1999, filed as Exhibit 10(k) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (Commission File No. 1-4797) and incorporated herein by reference.
10(l)	Underwriting Agreement dated February 19, 1999, related to the 5 3/4% Notes due March 1, 2009, filed as Exhibit 1 to the Company's Current Report on Form 8-K dated February 24, 1999 and incorporated herein by reference.
10(m)	Illinois Tool Works Inc. Non-officer Directors Fee Conversion Plan adopted February 19, 1999, as amended December 15, 2000, filed as Exhibit 10(l) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (Commission File No. 1-4797) and incorporated herein by reference.
10(n)	Premark International, Inc. 1994 Incentive Plan, as amended and restated effective May 5, 1999, filed as Exhibit 10.14 to the Company's Registration Statement on Form S-4 (Registration Statement No. 333-88801) filed with the Securities and Exchange Commission on October 12, 1999 and incorporated herein by reference.
10(o)	Premark International, Inc. Supplemental Plan, as amended and restated effective January 1, 1999, filed as Exhibit 10.15 to the Company's Registration Statement on Form S-4 (Registration Statement No. 333-88801) filed with the Securities and Exchange Commission on October 12, 1999 and incorporated herein by reference.
10(p)	Letter of Understanding dated November 11, 1999, by and between James M. Ringler and Illinois Tool Works Inc. filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 11, 1999 (Commission File No. 1-4797) and incorporated herein by reference.
10(q)	Executive Noncompetition Agreement dated November 11, 1999, by and between James M. Ringler and Illinois Tool Works Inc. filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 11, 1999 (Commission File No. 1-4797) and incorporated herein by reference.
10(r)	Agreement and Plan of Merger dated as of September 9, 1999 among Premark International, Inc., Illinois Tool Works Inc. and CS Merger Sub Inc., filed as Annex A to the Company's Registration Statement on Form S-4 (Registration Statement No. 333-88801) filed with the Securities and Exchange Commission on October 12, 1999 and incorporated herein by reference.
13	The Management's Discussion and Analysis, Reports of Independent Public Accountants, Financial Statements and Notes to Financial Statements sections of the Company's 2002 Annual Report to Stockholders.
21	Subsidiaries and Affiliates of the Company, filed as Exhibit 21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission File No. 1-4797) and incorporated herein by reference.
23(a)	Consent of Deloitte & Touche LLP.
23(b)	Notice Regarding Consent of Arthur Andersen LLP.

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Exhibit Number	Description
24	Powers of Attorney, filed as Exhibit 24 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission File No. 1-4797) and incorporated herein by reference.
31	Rule 13a-14(a) Certification.
32	Section 1350 Certification.
99(a)	Description of the capital stock of Illinois Tool Works Inc., filed as Exhibit 99 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 1997 (Commission File No. 1-4797) and incorporated herein by reference.

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