

GARDNER TIMOTHY J
 Form 4
 May 23, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 GARDNER TIMOTHY J

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC
 [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 Executive Vice President

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/21/2013

GLENVIEW, IL 60026

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

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

(City) (State) (Zip)

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	05/21/2013		M		20,259	A	\$ 55.81
Common Stock	05/21/2013		S		20,259	D	\$ 71.15 (1)
Common Stock	05/21/2013		M		11,977	A	\$ 55.71
Common Stock	05/21/2013		S		11,977	D	\$ 71.17 (2)

Common Stock	2,407	I	See Footnote (3)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of
Employee Stock Option	\$ 47.13					12/10/2005 12/10/2014	Common Stock 4
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock 22
Employee Stock Option	\$ 43.64					02/12/2011 ⁽⁴⁾ 02/12/2020	Common Stock 24
Employee Stock Option	\$ 55.81	05/21/2013		M	20,259	02/11/2012 ⁽⁴⁾ 02/11/2021	Common Stock 20
Performance Restricted Stock Unit (granted 2/11/2011) ⁽⁵⁾	\$ 0					⁽⁶⁾ ⁽⁶⁾	Common Stock 5
Employee Stock Option	\$ 55.71	05/21/2013		M	11,977	02/10/2013 ⁽⁴⁾ 02/10/2022	Common Stock 11
Performance Restricted Stock Unit (granted 2/10/2012) ⁽⁵⁾	\$ 0					⁽⁶⁾ ⁽⁶⁾	Common Stock 5
	\$ 63.25					02/15/2014 ⁽⁴⁾ 02/15/2023	37

Employee Stock Option					Common Stock
Performance Restricted Stock Unit (granted 02/15/2013) (5)	\$ 0		<u>(6)</u>	<u>(6)</u>	Common Stock 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER TIMOTHY J ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

Signatures

Timothy J. Gardner by Maria C. Green, Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File 05/23/2013

__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) This transaction was executed in multiple trades at prices ranging from \$71.14 to \$71.18. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (2) This transaction was executed in multiple trades at prices ranging from \$71.13 to \$71.22. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (3) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of May 21, 2013.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (6) Each PRSU vests 100% three years from the date of grant if performance goals are met.

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.