

ILLINOIS TOOL WORKS INC
Form 4
March 17, 2014

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 *
MARTEL ROLAND M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President

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

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

GLENVIEW, IL 60026

(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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	03/13/2014		M		60,703	A	\$ 35.12
Common Stock	03/13/2014		S		44,803	D	\$ 81.52 (1)
Common Stock	03/13/2014		S		15,900	D	\$ 82.22 (2)

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

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(9-02)

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)	Amount or Number of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option	\$ 35.12	03/13/2014		M	60,703	02/13/2010	02/13/2019	Common Stock	60
Employee Stock Option	\$ 78.59					02/14/2015 ⁽³⁾	02/14/2024	Common Stock	29
Performance Restricted Stock Unit (granted 2/15/2013) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	6
Employee Stock Option	\$ 63.25					02/15/2014 ⁽³⁾	02/15/2023	Common Stock	42
Employee Stock Option	\$ 43.64					02/12/2011 ⁽³⁾	02/12/2020	Common Stock	64
Performance Restricted Stock Unit granted 2/10/2012) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	6
Employee Stock Option	\$ 55.81					02/11/2012 ⁽³⁾	02/11/2021	Common Stock	48
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	70
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock	60
Performance	\$ 0					<u>(5)</u>	<u>(5)</u>	Common	5

