

ILLINOIS TOOL WORKS INC  
Form 4  
March 06, 2014

**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 \*  
VALLS JUAN

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)  
3600 WEST LAKE AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2014

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

GLENVIEW, IL 60026

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

(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)
				(A) or (D)	Price		
Common Stock	03/04/2014		M	50,000	A \$ 48.51	63,826	D
Common Stock	03/04/2014		S	50,000	D \$ 82.86 (1)	13,826	D
Common Stock	03/04/2014		M	45,703	A \$ 35.12	59,529	D
Common Stock	03/04/2014		S	45,703	D \$ 82.87 (2)	13,826	D

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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	
Employee Stock Option	\$ 48.51	03/04/2014		M	50,000	02/08/2009	02/08/2018	Common Stock	50
Employee Stock Option	\$ 35.12	03/04/2014		M	45,703	02/13/2010	02/13/2019	Common Stock	45,703
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(3)</sup>	02/14/2024	Common Stock	24,000
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(4)</sup>	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	4,000
Employee Stock Option	\$ 55.71					02/10/2013 <sup>(3)</sup>	02/10/2022	Common Stock	52,000
Performance Restricted Stock Unit (granted 2/15/2013) <sup>(4)</sup>	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(3)</sup>	02/15/2023	Common Stock	40,000
Performance Restricted Unit (granted 2/10/2012) <sup>(4)</sup>	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	6,000

Employee Stock Option	\$ 55.81	02/11/2012 <sup>(3)</sup>	02/11/2021	Common Stock	48
Employee Stock Option	\$ 43.64	02/12/2011	02/12/2020	Common Stock	64

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALLS JUAN 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	
Juan Valls by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File				03/06/2014
	**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 at multiple prices ranging from \$82.55 to \$83.20. 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 at multiple prices ranging from \$82.55 to \$83.21. 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) Options vest in four (4) equal annual installments beginning one year from date of grant.
  - (4) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
  - (5) 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.