

ILLINOIS TOOL WORKS INC  
 Form 4  
 March 03, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 NAGARAJAN SUNDARAM

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)  
 ILLINOIS TOOL WORKS INC, 155 HARLEM AVENUE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2017

\_\_\_\_ 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Common Stock                    | 03/01/2017                           |  | M                              | A   | \$ 55.81  | 28,401   | D  |
| Common Stock                    | 03/01/2017                           |  | S <sup>(1)</sup>               | D   | \$ 133.28   | 23,847   | D  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option  | \$ 55.81   | 03/01/2017                           |  | M                              | 4,554   | 02/11/2012 02/11/2021                                    | Common Stock  | 4,554                         |
| Employee Stock Option  | \$ 98.26   |                                      |  |                                |   | 02/13/2016 <sup>(2)</sup> 02/13/2025                     | Common Stock  | 21,000                        |
| Employee Stock Option  | \$ 78.59   |                                      |  |                                |   | 02/14/2015 <sup>(2)</sup> 02/14/2024                     | Common Stock  | 27,000                        |
| Employee Stock Option  | \$ 63.25   |                                      |  |                                |   | 02/15/2014 02/15/2023                                    | Common Stock  | 37,000                        |
| Employee Stock Option  | \$ 91.88   |                                      |  |                                |   | 02/12/2017 <sup>(2)</sup> 02/12/2026                     | Common Stock  | 22,000                        |
| Employee Stock Option  | \$ 128   |                                      |  |                                |   | 02/10/2018 <sup>(2)</sup> 02/10/2027                     | Common Stock  | 26,000                        |
| Performance Restricted Stock Unit (granted 2/12/2016) <sup>(3)</sup> | \$ 0   |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 4,900                         |
| Performance Restricted Stock Unit (granted 2/13/15) <sup>(3)</sup>   | \$ 0   |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 4,400                         |
| Performance Share Units (granted 2/10/17) <sup>(3)</sup>             | \$ 0   |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 2,700                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

Director 10% Owner Officer Other

NAGARAJAN SUNDARAM  
ILLINOIS TOOL WORKS INC  
155 HARLEM AVENUE  
GLENVIEW, IL 60026

Executive Vice President

## Signatures

Sundaram Nagarajan by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact POA on File

03/03/2017

\_\_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) The sale reported in this Form 4 was effected pursuant to a Rule 10b-1 Trading Plan adopted by the reporting person and approved by the Issuer effective June 7, 2016.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each performance restricted stock unit (PRSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each PRSU and PSU 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.