

ILLINOIS TOOL WORKS INC
 Form 3
 January 15, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Zimmerman Michael R. | | (Month/Day/Year) | ILLINOIS TOOL WORKS INC [ITW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 3600 WEST LAKE AVE. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | |
| GLENVIEW,Â ILÂ 60026 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Commom Stock | 0 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------------|-----------------|--------|----------|-------------------|---|
| Restricted Stock Unit (granted 02/14/2014) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,272 | \$ 0 | D | Â |
| Employee Stock Option | 02/10/2013 ⁽³⁾ | 02/10/2022 | Common Stock | 10,017 | \$ 55.71 | D | Â |
| Restricted Stock Unit (granted 02/10/2012) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,239 | \$ 0 | D | Â |
| Restricted Stock Unit (granted 2/15/2013) ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 1,449 | \$ 0 | D | Â |
| Employee Stock Option | 02/08/2009 | 02/08/2018 | Common Stock | 2,000 | \$ 48.51 | D | Â |
| Employee Stock Option | 02/15/2014 ⁽³⁾ | 02/14/2023 | Common Stock | 9,325 | \$ 63.25 | D | Â |
| Employee Stock Option | 02/14/2015 ⁽³⁾ | 02/14/2024 | Common Stock | 6,600 | \$ 78.59 | D | Â |
| Employee Stock Option | 02/09/2008 | 02/09/2017 | Common Stock | 1,000 | \$ 51.6 | D | Â |
| Employee Stock Option | 02/11/2012 ⁽³⁾ | 02/11/2021 | Common Stock | 9,238 | \$ 55.81 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zimmerman Michael R. 3600 WEST LAKE AVE. GLENVIEW, IL 60026 | Â | Â | Â Executive Vice President | Â |

Signatures

Michael R. Zimmerman, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

01/15/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.

(2) Each RSU vests 100% three years from the date of grant

(3) Options vest in four (4) equal annual installments beginning one year from date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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