

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 19, 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 \*  
 GREEN MARIA C

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)  
 02/14/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. VP, General Counsel & Secy

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					349	I	See Footnote (1)
Common Stock					12,580	D	

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option	\$ 78.59	02/14/2014		A	24,202	02/14/2015 <sup>(2)</sup>	02/14/2024	Common Stock	24,202
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(3)</sup>	\$ 0	02/14/2014		A	4,665	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	4,665
Employee Stock Option	\$ 55.81					02/11/2012 <sup>(2)</sup>	02/11/2021	Common Stock	10,330
Performance Restricted Stock Unit (granted 2/15/2013) <sup>(3)</sup>	\$ 0					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,165
Employee Stock Option	\$ 55.71					02/10/2013 <sup>(5)</sup>	02/10/2022	Common Stock	4,330
Performance Restricted Stock Unit (granted 2/10/2012) <sup>(3)</sup>	\$ 0					<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	5,165
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	7,100
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(5)</sup>	02/15/2023	Common Stock	3,330
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock	7,100
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock	13,330

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN MARIA C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Sr. VP, General Counsel & Secy	

# Signatures

/s/ Maria C. Green, Senior Vice President, General Counsel & Secretary	02/19/2014
__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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of February 14, 2014
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each PRSU vests 100% three years from the date of grant if performance goals are met.
- (5) Options vest in four (4) equal annual installments beginning one year from the 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. 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.