

ILLINOIS TOOL WORKS INC
Form 4
February 18, 2015

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

(Last) (First) (Middle)

ILLINOIS TOOL WORKS
INC., 155 HARLEM AVENUE

(Street)

GLENVIEW, IL 60025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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	02/13/2015		M	5,385 A \$ 0 ⁽¹⁾	17,965	D	
Common Stock	02/13/2015		F	2,041 D \$ 97.05	15,924	D	
Common Stock					355	I	See Footnote <u>(2)</u>

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Restricted Stock Unit (granted 2/10/2012) ⁽¹⁾	\$ 0	02/13/2015		M	5,385	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 98.26	02/13/2015		A	17,816	02/13/2016 ⁽⁴⁾	02/13/2026	Common Stock
Performance Restricted Stock Unit (granted 2/13/15) ⁽¹⁾	\$ 0	02/13/2015		A	3,731	<u>(5)</u>	<u>(5)</u>	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014) ⁽¹⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock
Performance Restricted Stock Unit (granted 2/15/2013) ⁽¹⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013 ⁽⁴⁾	02/10/2022	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015 ⁽⁴⁾	02/14/2024	Common Stock

