

ILLINOIS TOOL WORKS INC
 Form 4
 December 16, 2016

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 *
 SANTI ERNEST SCOTT

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)
 08/15/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

ILLINOIS TOOL WORKS INC., 155 HARLEM 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 60025

(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	08/15/2016		G	2,276	D	\$ 0	73,650 D
Common Stock	12/13/2016		G	2,424	D	\$ 0	71,226 D
Common Stock	12/14/2016		S	25	D	\$ 125.44	71,201 D
Common Stock							3,619 I

See Footnote (1)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 98.26					02/13/2016 ⁽²⁾	02/13/2025	Common Stock	184,64
Employee Stock Option	\$ 78.59					02/14/2015 ⁽²⁾	02/14/2024	Common Stock	224,42
Employee Stock Option	\$ 63.25					02/15/2014 ⁽²⁾	02/15/2023	Common Stock	305,18
Employee Stock Option	\$ 91.88					02/12/2017 ⁽²⁾	02/12/2026	Common Stock	199,80
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	101,29
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock	108,88
Performance Restricted Stock Unit (granted 2/12/2016) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	32,65
Performance Restricted Stock Unit (granted 2/13/15) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	29,00
Performance Restricted	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	32,44

Stock Unit
 (granted
 2/14/2014)
(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANTI ERNEST SCOTT ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025	X		Chairman & CEO	

Signatures

Ernest Scott Santi by Janet O. Love, Deputy General Counsel & Assistant Secretary,
 Attorney-In-Fact POA on File

12/16/2016

__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---Information reported as of December 14, 2016.
- (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.

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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