

Hartnett John R.
Form 3
May 17, 2012

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 *

Â Hartnett John R.
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/16/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Executive Vice President

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

ILLINOIS TOOL WORKS INC.,Â 3600 WEST LAKE AVE.

(Street)

GLENVIEW,Â ILÂ 60026

(City) (State) (Zip)

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)

Common Stock

2,757

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option	12/10/2005	12/10/2014	Common Stock	6,000	\$ 47.13	D	Â
Employee Stock Option	02/01/2007	02/01/2016	Common Stock	6,000	\$ 42.08	D	Â
Employee Stock Option	02/09/2008	02/09/2017	Common Stock	8,000	\$ 51.6	D	Â
Employee Stock Option	02/08/2009	02/08/2018	Common Stock	15,000	\$ 48.51	D	Â
Employee Stock Option	02/13/2010 ⁽¹⁾	02/13/2019	Common Stock	13,007	\$ 35.12	D	Â
Employee Stock Option	02/12/2011 ⁽¹⁾	02/12/2020	Common Stock	13,889	\$ 43.64	D	Â
Employee Stock Option	02/11/2012 ⁽¹⁾	02/11/2021	Common Stock	11,750	\$ 55.81	D	Â
Employee Stock Option	02/10/2013 ⁽¹⁾	02/10/2022	Common Stock	13,066	\$ 55.71	D	Â
Restricted Stock Unit ⁽²⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,526	\$ 0	D	Â
Restricted Stock Unit ⁽⁴⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,559	\$ 0	D	Â
Restricted Stock Unit ⁽⁵⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	1,616	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartnett John R. ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVE. GLENVIEW, IL 60026	Â	Â	Â Executive Vice President	Â

Signatures

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

05/17/2012

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

(2) Restricted Stock Units (RSUs) granted 2/12/10.

(3) Each RSU represents a contingent right to receive one share of the Company's common stock and vests 100% three years from the date of grant.

(4) Restricted Stock Units (RSUs) granted 2/11/11.

(5) Restricted Stock Units (RSUs) granted 2/10/12.

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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