#### MARTEL ROLAND M

Form 4

November 06, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MARTEL ROLAND M Issuer Symbol ILLINOIS TOOL WORKS INC (Check all applicable) [ITW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) ILLINOIS TOOL WORKS 11/02/2012 **Executive Vice President** INC., 3600 WEST LAKE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

. •		Tabi	e I - Noll-D	errvauve s	securi	nes Acqu	iii eu, Disposeu oi	, or beneficiali	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Stock	11/02/2012		M	18,000	A	47.13	31,633 (1)	D	
Common Stock	11/02/2012		S	18,000	D	\$ 62.37 (2)	13,633 (1)	D	
Common Stock	11/02/2012		M	18,700	A	\$ 42.08	32,333 (1)	D	
Common Stock	11/02/2012		S	18,700	D	\$ 62.38 (3)	13,633 (1)	D	

### Edgar Filing: MARTEL ROLAND M - Form 4

See Common 8,607 I Footnote Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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)	Code	TransactionDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)		
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 47.13	11/02/2012		M	1	18,000		12/10/2005	12/10/2014	Common Stock	18
Employee Stock Option	\$ 42.08	11/02/2012		M	1	18,700		12/07/2006	02/01/2016	Common Stock	18
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock	60
Employee Stock Option	\$ 48.51							02/08/2009	02/08/2018	Common Stock	70
Employee Stock Option	\$ 35.12							02/13/2010(5)	02/13/2019	Common Stock	60
Employee Stock Option	\$ 43.64							02/12/2011(5)	02/12/2020	Common Stock	64
Performance Restricted Stock Unit (granted 2/12/2010)	\$ 0							<u>(7)</u>	<u>(7)</u>	Common Stock	7
Employee Stock Option	\$ 55.81							02/11/2012(5)	02/11/2021	Common Stock	48
Performance Restricted	\$ 0							<u>(7)</u>	<u>(7)</u>	Common Stock	6

#### Edgar Filing: MARTEL ROLAND M - Form 4

(granted 2/11/2011)					
Employee Stock Option	\$ 55.71	02/10/2013(5)	02/10/2022	Common Stock	52
Performance Restricted					
Stock Unit granted	\$ 0	<u>(7)</u>	<u>(7)</u>	Common Stock	6

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MARTEL ROLAND M ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

**Executive Vice President** 

## **Signatures**

Stock Unit

2/10/2012)

Roland M. Martel by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

11/06/2012

\*\*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) Includes 228 shares acquired under a dividend reinvestment plan.
- This transaction was executed in multiple trades at prices ranging from \$62.36 to \$62.39. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$62.35 to \$62.38. The price reported above reflects the weighted (3) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
- (4) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of November 2, 2012.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (7) 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. 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.

Reporting Owners 3