

ILLINOIS TOOL WORKS INC
 Form 4
 March 11, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
 03/09/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	03/09/2015		M	A	\$ 74,077	131,456	D
Common Stock	03/09/2015		S	D	\$ 74,077	57,379	D
Common Stock						3,493	I
							See Footnote (2)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Employee Stock Option	\$ 43.64	03/09/2015		M	74,077	02/12/2011	02/12/2020	Common Stock	7
Performance Restricted Stock Unit (granted 2/13/15) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	2
Employee Stock Option	\$ 63.25					02/15/2014 ⁽⁵⁾	02/15/2023	Common Stock	30
Employee Stock Option	\$ 78.59					02/14/2015 ⁽⁵⁾	02/14/2024	Common Stock	22
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	10
Employee Stock Option	\$ 55.71					02/10/2013 ⁽⁵⁾	02/10/2022	Common Stock	10
Performance Restricted Stock Unit (granted 2/14/2014) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	3
Employee Stock Option	\$ 98.26					02/13/2016 ⁽⁵⁾	02/13/2026	Common Stock	18
Performance Restricted Stock Unit (granted 2/15/2013) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	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		President & CEO	

Signatures

Ernest Scott Santi by Maria C. Green, Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File

03/11/2015

__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).

- This transaction was executed in multiple trades at prices ranging from \$98.16 to \$98.97. 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.
- (1) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of March 9, 2015.
 - (2) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
 - (3) Each PRSU vests 100% three years from the date of grant if performance goals are met.
 - (4) Options vest in four (4) equal annual installments beginning one year from 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.

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