

ILLINOIS TOOL WORKS INC

Form 4

February 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parry David 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
__X__ Officer (give title ____ Other (specify
below) below)
Vice Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2015		M	13,463	A \$ 0 ⁽¹⁾	13,586	D
Common Stock	02/13/2015		F	4,642	D \$ 97.05	8,944	D
Common Stock						1,156	I
							See Footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
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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 (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Restricted Stock Unit (granted 2/10/2012) <u>(1)</u>	\$ 0	02/13/2015		M			13,463	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 98.26	02/13/2015		A		48,590		02/13/2016 <u>(4)</u>	02/13/2026	Common Stock
Performance Restricted Stock Unit (granted 2/13/15) <u>(1)</u>	\$ 0	02/13/2015		A		10,177		<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) <u>(1)</u>	\$ 0							<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option	\$ 48.51							02/08/2009	02/08/2018	Common Stock
Employee Stock Option	\$ 78.59							02/14/2015 <u>(4)</u>	02/14/2024	Common Stock
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 55.71							02/10/2013 <u>(4)</u>	02/10/2022	Common Stock
Employee Stock Option	\$ 63.25							02/15/2014 <u>(4)</u>	02/15/2023	Common Stock

Performance
Restricted
Stock Unit
(granted
2/14/2014)
(1)

\$ 0

(5)

(5)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parry David C ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			Vice Chairman	

Signatures

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

02/18/2015

 **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).
- (1) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 13, 2015.
- (3) The PRSU award became vested and payable on February 13, 2015.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) 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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