

ILLINOIS TOOL WORKS INC

Form 4

February 17, 2016

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHEUNEMAN RANDALL J

(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)  
02/12/2016

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 below) \_\_\_\_ Other (specify below)  
VP & Chief Accounting Officer

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 Ownership (Instr. 4)
Common Stock	02/15/2016		M	1,502 A	\$ 0 <sup>(1)</sup> 4,656	D	
Common Stock	02/15/2016		F	506 D	\$ 91.88 4,150	D	

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

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SEC 1474  
(9-02)

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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 An Underlying Sec (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A C M C
Employee Stock Option	\$ 98.26							02/13/2016 <sup>(2)</sup>	02/13/2025	Common Stock	
Restricted Stock Unit (granted 02/13/15) <sup>(1)</sup>	\$ 0							<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	
Employee Stock Option	\$ 55.71							02/10/2013	02/10/2022	Common Stock	
Employee Stock Option	\$ 43.64							02/12/2011	02/12/2020	Common Stock	
Employee Stock Option	\$ 78.59							02/14/2015 <sup>(2)</sup>	02/14/2024	Common Stock	
Restricted Stock Unit (granted 2/15/2013) <sup>(1)</sup>	\$ 0	02/15/2016		M			1,502	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	
Restricted Stock Unit (granted 02/14/2014) <sup>(1)</sup>	\$ 0							<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	
Employee Stock Option	\$ 63.25							02/15/2014 <sup>(2)</sup>	02/15/2023	Common Stock	
Employee Stock Option	\$ 55.81							02/11/2012	02/11/2021	Common Stock	
Employee	\$ 91.88	02/12/2016		A	5,827			02/12/2017 <sup>(2)</sup>	02/12/2026	Common	

Stock								Stock
Option								
Restricted								
Stock Unit								
(granted	\$ 0	02/12/2016	A	1,269	<u>(3)</u>	<u>(3)</u>	Common	
2/12/2016)							Stock	
(1)								

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHEUNEMAN RANDALL J ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			VP & Chief Accounting Officer	

## Signatures

Randall J. Scheuneman by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact POA on File

02/17/2016

\_\_\_\_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) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each RSU vests 100% three years from the date of grant.
- (4) The RSU award became vested and payable on February 15, 2016.

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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