

SCHEUNEMAN RANDALL J

Form 4

February 20, 2018

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SCHEUNEMAN RANDALL J

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)

ILLINOIS TOOL WORKS  
 INC., 155 HARLEM AVENUE

(Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/15/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
 VP & Chief Accounting Officer

GLENVIEW, IL 60025

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

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

(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)
Common Stock			Code V	Amount (D) Price	5,804	D	

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  
 required to respond unless the form  
 displays a currently valid OMB control  
 number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: SCHEUNEMAN RANDALL J - Form 4

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 55.71							02/10/2013	02/10/2022	Common Stock	11,000
Employee Stock Option	\$ 91.88							02/12/2017 <sup>(1)</sup>	02/12/2026	Common Stock	5,800
Employee Stock Option	\$ 98.26							02/13/2016 <sup>(1)</sup>	02/13/2026	Common Stock	5,400
Employee Stock Option	\$ 78.59							02/14/2015	02/14/2024	Common Stock	6,800
Employee Stock Option	\$ 63.25							02/15/2014	02/15/2023	Common Stock	9,600
Employee Stock Option	\$ 55.81							02/11/2012	02/11/2021	Common Stock	14,000
Restricted Stock Unit (granted 2/12/2016) <sup>(2)</sup>	\$ 0							<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	1,200
Employee Stock Option	\$ 128							02/10/2018 <sup>(1)</sup>	02/10/2027	Common Stock	6,800
Performance Share Units (granted 2/10/17) <sup>(2)</sup> <sup>(4)</sup>	\$ 0							<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	7,000
Employee Stock Option	\$ 163.36	02/15/2018		A	4,890			02/15/2019 <sup>(1)</sup>	02/15/2028	Common Stock	4,890
Performance Share Units (granted 2/15/18) <sup>(2)</sup> <sup>(4)</sup>	\$ 0	02/15/2018		A	573			<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	573

## 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

02/20/2018

\_\_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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) Each restricted stock unit (RSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (3) Each RSU vests 100% three years from the date of grant.
- (4) PSUs accrue dividends in shares of common stock, subject to fulfillment of vesting period and performance goals; the PSUs shown include dividend equivalents, if any, accrued to date.
- (5) Each PSU 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.