#### HINDMAN CRAIG A

Form 4

February 20, 2013

## FORM 4

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

OMB Number: 3235-0287

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HINDMAN CRAIG A			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., 3600 WEST LAKE AVENUE		S	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2013	Director 10% Owner X Officer (give title Other (special below) Executive Vice President		
CI ENVIEW	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>_ Form filed by More than One Reporting</li> </ul>		
GLENVIEW, IL 60026				Person		

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIIsu: 4)	
Common Stock	02/15/2013		M	8,139	A	\$0	29,525	D	
Common Stock	02/15/2013		F	2,661	D	\$ 63.02	26,864	D	
Common Stock	02/19/2013		M	69,375	A	\$ 35.12	96,239	D	
Common Stock	02/19/2013		S	69,375	D	\$ 64.26	26,864	D	

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  $(e.g., \, {\rm puts}, \, {\rm calls}, \, {\rm warrants}, \, {\rm options}, \, {\rm convertible} \, {\rm securities})$ 

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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (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	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Commor Stock
Employee Stock Option	\$ 48.51						02/08/2009	02/08/2018	Commor Stock
Employee Stock Option	\$ 35.12	02/19/2013		M		69,375	02/13/2010	02/13/2019	Commor Stock
Employee Stock Option	\$ 43.64						02/12/2011(1)	02/12/2020	Commor Stock
Performance Restricted Stock Unit (granted 2/12/2010)	\$ 0	02/15/2013		M		8,139	(3)	<u>(3)</u>	Commor Stock
Employee Stock Option	\$ 55.81						02/11/2012(1)	02/11/2021	Commor Stock
Performance Restricted Stock Unit (granted 2/11/2011)	\$ 0						<u>(4)</u>	<u>(4)</u>	Commor Stock
Performance Restricted Stock Unit (granted 2/10/2012)	\$ 0						<u>(4)</u>	<u>(4)</u>	Commor Stock
Employee	\$ 55.71						02/10/2013(1)	02/10/2022	Commor

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Stock Option							Stock
Employee Stock Option	\$ 63.25	02/15/2013	A	45,778	02/15/2014(1)	02/15/2023	Commor Stock
Performance Restricted Stock Unit (granted 02/15/2013)	\$ 0	02/15/2013	A	7,115	<u>(4)</u>	<u>(4)</u>	Commor Stock

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HINDMAN CRAIG A ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

**Executive Vice President** 

## **Signatures**

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

02/20/2013

\*\*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 performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) The PRSU award became payable on February 15, 2013.
- (4) 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.

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