

ILLINOIS TOOL WORKS INC
Form 4
July 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
GREEN MARIA C

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)
07/25/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, General Counsel & Secy

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE 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 60026

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/25/2013		M	6,500 A \$ 47.13	18,309	D	
Common Stock	07/25/2013		S	6,500 D \$ 72.13	11,809	D	
Common Stock					346	I	See Footnote (1)

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)

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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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 47.13	07/25/2013		M	6,500	12/10/2005 12/10/2014	Common Stock	6,500
Employee Stock Option	\$ 42.08					12/07/2006 02/01/2016	Common Stock	13,500
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock	7,500
Employee Stock Option	\$ 48.51					02/08/2009 02/08/2018	Common Stock	7,500
Employee Stock Option	\$ 55.81					02/11/2012 ⁽²⁾ 02/11/2021	Common Stock	10,000
Restricted Stock Unit (granted 2/11/2011) ⁽³⁾	\$ 0					<u>(4)</u> <u>(4)</u>	Common Stock	1,100
Employee Stock Option	\$ 55.71					02/10/2013 ⁽²⁾ 02/10/2022	Common Stock	43,000
Performance Restricted Stock Unit (granted 2/10/2012) ⁽³⁾	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock	5,300
Employee Stock Option	\$ 63.25					02/15/2014 ⁽²⁾ 02/15/2023	Common Stock	33,000
Performance Restricted Stock Unit	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock	5,200

