

SANTI ERNEST SCOTT
 Form 4
 December 14, 2018

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 *
 SANTI ERNEST SCOTT

2. Issuer Name and Ticker or Trading Symbol
 ILLINOIS TOOL WORKS INC [ITW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS
 INC., 155 HARLEM AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2018

GLENVIEW, IL 60025

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	12/12/2018		M		45,128	A	\$ 55.71 149,777	D
Common Stock	12/12/2018		S		45,128	D	\$ 132.54 104,649	D
Common Stock	12/12/2018		M		48,557	A	\$ 55.71 153,206	D
Common Stock	12/12/2018		S		48,557	D	\$ 133.43 104,649	D

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Common Stock	12/12/2018	M	15,200	A	\$ 55.71	119,849	D	
Common Stock	12/12/2018	S	15,200	D	\$ 134.37 <u>(3)</u>	104,649	D	
Common Stock	12/12/2018	G	3,500	D	\$ 0	101,149	D	
Common Stock						3,771	I	See Footnote <u>(4)</u>

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., 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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 128					02/10/2018 ⁽⁵⁾	02/10/2027	Common Stock
Employee Stock Option	\$ 98.26					02/13/2016 ⁽⁵⁾	02/13/2025	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015	02/14/2024	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014	02/15/2023	Common Stock
Employee Stock Option	\$ 91.88					02/12/2017 ⁽⁵⁾	02/12/2026	Common Stock
Employee Stock Option	\$ 55.71	12/12/2018		M	108,885	02/10/2013	02/10/2022	Common Stock
Employee Stock Option	\$ 163.36					02/15/2019 ⁽⁵⁾	02/15/2028	Common Stock
Performance Restricted	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock

Stock Unit
(granted
2/12/2016)
(6)

Performance
Share Units
(granted \$ 0
2/10/17) (6)
(8)

(7)

(7)

Common
Stock

Performance
Share Units
(granted \$ 0
2/15/18) (6)
(8)

(7)

(7)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANTI ERNEST SCOTT ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025	X		Chairman & CEO	

Signatures

Ernest Scott Santi by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact POA on File

12/14/2018

__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) This transaction was executed at multiple trades at prices ranging from \$132.11 to \$133.10. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.

(2) This transaction was executed at multiple trades at prices ranging from \$133.11 to \$133.90. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.

(3) This transaction was executed at multiple trades at prices ranging from \$134.22 to \$134.38. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.

(4) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan---Information reported as of December 12, 2018.

(5) Options vest in four (4) equal annual installments beginning one year from date of grant.

(6) Each performance restricted stock unit (PRSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.

(7) Each PRSU and PSU vests 100% three years from the date of grant if performance goals are met.

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- (8) 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.

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.