

O'HERLIHY CHRISTOPHER A
 Form 4
 March 15, 2019

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 *
 O'HERLIHY CHRISTOPHER 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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice Chairman

ILLINOIS TOOL WORKS INC, 155 HARLEM 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 60025

(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)
			Code	V	Amount or Price		
Common Stock	03/13/2019		M		43,554 A \$ 55.71	71,927	D
Common Stock	03/13/2019		S		43,554 D \$ 145.79	28,373	D
Common Stock						1,673	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)

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

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)	8. An or Nu of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 98.26					02/13/2016	02/13/2025	Common Stock	22
Employee Stock Option	\$ 55.71	03/13/2019		M	43,554	02/10/2013	02/10/2022	Common Stock	43
Employee Stock Option	\$ 91.88					02/12/2017 ⁽²⁾	02/12/2026	Common Stock	37
Employee Stock Option	\$ 63.25					02/15/2014	02/15/2023	Common Stock	37
Employee Stock Option	\$ 78.59					02/14/2015	02/14/2024	Common Stock	29
Employee Stock Option	\$ 128					02/10/2018 ⁽²⁾	02/10/2027	Common Stock	48
Employee Stock Option	\$ 163.36					02/15/2019 ⁽²⁾	02/15/2028	Common Stock	39
Employee Stock Option	\$ 144.21					02/15/2020 ⁽²⁾	02/15/2029	Common Stock	43
Performance Share Units (granted 2/10/17) ⁽³⁾ ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	5
Performance Share Units (granted 2/15/18) ⁽³⁾ ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	4
Performance Share Units (granted	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	5

