ILLINOIS TOOL WORKS INC

Form 4 July 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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obligations

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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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Hartnett John R.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ILLINOIS TOOL WORKS INC

(Check all applicable)

Executive Vice President

[ITW]

(Middle)

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

X_ Officer (give title below)

10% Owner Other (specify

ILLINOIS TOOL WORKS

4. If Amendment, Date Original

Director

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

07/21/2016

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

INC., 155 HARLEM AVENUE

GLENVIEW, IL 60025

(Street)

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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)		
Common Stock	07/21/2016		M	7,500	A	\$ 48.51	16,399	D	
Common Stock	07/21/2016		S	7,500	D	\$ 114.08 (1)	8,899	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number conf 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Employee Stock Option	\$ 48.51	07/21/2016		M		7,500	02/08/2009	02/08/2018	Common Stock	7,5
Employee Stock Option	\$ 43.64						02/12/2011	02/12/2020	Common Stock	13,
Employee Stock Option	\$ 55.71						02/10/2013	02/10/2022	Common Stock	13,
Employee Stock Option	\$ 63.25						02/15/2014(2)	02/15/2023	Common Stock	28,
Employee Stock Option	\$ 55.81						02/11/2012	02/11/2021	Common Stock	11,
Employee Stock Option	\$ 78.59						02/14/2015(2)	02/14/2024	Common Stock	24,
Employee Stock Option	\$ 91.88						02/12/2017(2)	02/12/2026	Common Stock	19,
Employee Stock Option	\$ 98.26						02/13/2016(2)	02/13/2025	Common Stock	19,
Performance Restricted Stock Unit (granted 2/12/2016)	\$0						<u>(4)</u>	<u>(4)</u>	Common Stock	4,3
Performance Restricted Stock Unit (granted 2/13/15) (3)	\$0						<u>(4)</u>	<u>(4)</u>	Common Stock	4,0
Performance Restricted Stock Unit (granted	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock	4,6

2/14/2014) (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hartnett John R.
ILLINOIS TOOL WORKS INC.
155 HARLEM AVENUE
GLENVIEW, IL 60025

Executive Vice President

Signatures

John R. Hartnett, by Janet O. Love, Deputy General Counsel & Assistant Secretary, Attorney-In-Fact on File

07/22/2016

**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).
- This transaction was executed in multiple trades at prices ranging from \$114.08 to \$114.083. 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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (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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