

ILLINOIS TOOL WORKS INC
 Form 4
 July 30, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 NAGARAJAN SUNDARAM

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)

Executive Vice President

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 or Price (A) or (D)		
Common Stock	07/26/2013		M		800 A \$ 35.12	9,923	D
Common Stock	07/26/2013		S		800 D \$ 72	9,123	D
Common Stock	07/26/2013		M		140 A \$ 43.64	9,263	D
Common Stock	07/26/2013		S		140 D \$ 72	9,123	D
Common Stock	07/26/2013		M		974 A \$ 55.81	10,097	D

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Common Stock	07/26/2013	S	974	D	\$ 72	9,123	D	
Common Stock	07/26/2013	M	340	A	\$ 55.71	9,463	D	
Common Stock	07/26/2013	S	340	D	\$ 72	9,123	D	
Common Stock						2,526	I	See Footnote (1)

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 35.12	07/26/2013		M	800	02/13/2010 02/13/2019	Common Stock	800
Employee Stock Option	\$ 43.64	07/26/2013		M	140	02/12/2011 ⁽²⁾ 02/12/2020	Common Stock	140
Employee Stock Option	\$ 57.55					04/25/2013 02/01/2016	Common Stock	5,27
Employee Stock Option	\$ 55.81	07/26/2013		M	974	02/11/2012 ⁽²⁾ 02/11/2021	Common Stock	974
Performance Restricted Stock Unit (granted 02/11/11) ⁽³⁾	\$ 0					⁽⁴⁾ ⁽⁴⁾	Common Stock	4,83
Performance Restricted	\$ 0					⁽⁴⁾ ⁽⁴⁾	Common Stock	5,65

