Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

ILLINOIS TO Form 4	OOL WORKS I	INC									
February 19,	2014										
FORM	14								OMB A	PPROVAL	
	UNITED) STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long	or								Expires:	January 31, 2005	
subject to Section 1 Form 4 or	F CHAN	GES IN J SECUR		ICIA	NERSHIP OF		Estimated average burden hours per				
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section 17	(a) of the	Public Ut		ling Con	npan	y Act of	e Act of 1934, f 1935 or Section 40	n		
(Print or Type F	Responses)										
			2. Issuer Name and Ticker or Trading Symbol ILLINOIS TOOL WORKS INC					5. Relationship of Reporting Person(s) to Issuer			
[ITW]								(Check all applicable)			
(1			(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2014				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
				I If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
I GLENVIEW, IL 60026			Filed(Mor	nth/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)		Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/14/2014			М	4,838	А	\$0	13,961	D		
Common Stock	02/14/2014			F	1,592	D	\$ 78.77	12,369	D		
Common Stock								2,550	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 SEC 1474 information contained in this form are not (9-02)

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Restricted Stock Unit (granted 02/11/11) (2)	\$ 0	02/14/2014		M	(A)	4,838	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 78.59	02/14/2014		А	27,502		02/14/2015(4)	02/14/2024	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014) (2)	\$ 0	02/14/2014		А	5,301		<u>(5)</u>	(5)	Commom Stock
Performance Restricted Stock Unit (granted 02/10/12) (2)	\$ 0						<u>(5)</u>	(5)	Common Stock
Performance Restricted Stock Unit (granted 2/15/13) (2)	\$ 0						(5)	(5)	Common Stock
Employee Stock Option	\$ 43.64						02/12/2011	02/12/2020	Common Stock
Employee Stock Option	\$ 55.71						02/10/2013(4)	02/10/2022	Common Stock
Employee Stock Option	\$ 63.25						02/15/2014(4)	02/15/2023	Common Stock
Employee Stock Option	\$ 55.81						02/11/2012(4)	02/11/2021	Common Stock

Employee \$ 57.55 Stock Option

Reporting Owners

Reporting Owner Name / Address			Relationships					
	Director	10% Owner	Officer	Other				
NAGARAJAN SUNDARAM ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President					
Signatures								
Sunderem Negersian by Maria C. Green, Senier Vice President, Congrel Counsel &								

Sundaram Nagarajan by Maria C. Green, Senior Vice President, General Counsel & 02/19/2014 Secretary, Attorney-In-Fact POA on File

> **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).
- Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of (1)February 14, 2014.
- (2) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

(3) The PRSU award became vested and payable on February 14, 2014.

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

(5) 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.

Common 04/25/2013 02/01/2016

Stock