

ILLINOIS TOOL WORKS INC

Form 4

May 19, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

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(Print or Type Responses)

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

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)

ILLINOIS TOOL WORKS
INC., 155 HARLEM AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2015

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Executive Vice President

GLENVIEW, IL 60025

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	05/15/2015		M	4,000	A \$ 51.6 9,841	D	
Common Stock	05/15/2015		D	4,000	D \$ 96.86 5,841	D	

(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
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 51.6	05/15/2015		M	4,000	02/09/2008	02/09/2017	Common Stock	4,000
Performance Restricted Stock Unit (granted 2/14/2014) (2)	\$ 0					(3)	(3)	Common Stock	4,000
Employee Stock Option	\$ 43.64					02/12/2011	02/12/2020	Common Stock	13,000
Employee Stock Option	\$ 55.71					02/10/2013(4)	02/10/2022	Common Stock	13,000
Employee Stock Option	\$ 63.25					02/15/2014(4)	02/15/2023	Common Stock	28,000
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	15,000
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	11,000
Employee Stock Option	\$ 78.59					02/14/2015(4)	02/14/2024	Common Stock	24,000
Employee Stock Option	\$ 98.26					02/13/2016(4)	02/13/2026	Common Stock	19,000
Performance Restricted Stock Unit (granted 2/13/15) (2)	\$ 0					(3)	(3)	Common Stock	4,000
Performance Restricted Stock Unit (granted	\$ 0					(3)	(3)	Common Stock	4,000

