

ILLINOIS TOOL WORKS INC

Form 4

April 26, 2016

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

OMB APPROVAL

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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)
04/22/2016

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

GLENVIEW, IL 60025

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

(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 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	(A) or (D)	Price
Common Stock	04/22/2016		M		4,000	A	\$ 51.6 12,899
Common Stock	04/22/2016		D		4,000	D	\$ 104.94 8,899

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

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information contained in this form are not
required to respond unless the form
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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	04/22/2016		M	4,000	02/09/2008	02/09/2017	Common Stock	4,000
Employee Stock Option	\$ 43.64					02/12/2011	02/12/2020	Common Stock	13,000
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	15,000
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock	13,000
Employee Stock Option	\$ 63.25					02/15/2014 ⁽²⁾	02/15/2023	Common Stock	28,000
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	11,000
Employee Stock Option	\$ 91.88					02/12/2017 ⁽²⁾	02/12/2026	Common Stock	19,000
Employee Stock Option	\$ 98.26					02/13/2016 ⁽²⁾	02/13/2025	Common Stock	19,000
Employee Stock Option	\$ 78.59					02/14/2015 ⁽²⁾	02/14/2024	Common Stock	24,000
Performance Restricted Stock Unit (granted 2/12/2016) ⁽³⁾	\$ 0					⁽⁴⁾	⁽⁴⁾	Common Stock	4,000
Performance Restricted Stock Unit (granted 2/13/15) ⁽³⁾	\$ 0					⁽⁴⁾	⁽⁴⁾	Common Stock	4,000
Performance Restricted	\$ 0					⁽⁴⁾	⁽⁴⁾	Common Stock	4,000

Reporting Owner Name / Address

Director	10% Owner	Officer		Other
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Executive Vice President

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

04/26/2016

****Signature of Reporting Person**

Date _____

* 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 at multiple prices ranging from \$104.94 to \$104.95. The price reported above reflects the weighted average

- (1) 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.

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