Kropp Ronald D
Form 4
April 26, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kropp Ronald D

(Last) (First) (Middle)

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ILLINOIS TOOL WORKS INC [ITW]

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr VP & CFO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2013		S		623	D	$ 64.4 (1)	14,211	D	
Common Stock	04/24/2013		M		30,067	A	$ 51.6	44,278	D	
Common Stock	04/24/2013		S		30,067	D	$ 64.22 (2)	14,211	D	
Common Stock	04/24/2013		M		70,000	A	$ 48.51	84,211	D	
	04/24/2013		S		70,000	D		14,211	D	

Common Stock						$ 64.23 (3)		
Common Stock	04/24/2013		M	42,014	A	$ 35.12	56,225	D
Common Stock	04/24/2013		S	42,014	D	$ 63.37 (4)	14,211	D
Common Stock	04/24/2013		M	15,000	A	$ 35.12	29,211	D
Common Stock	04/24/2013		S	15,000	D	$ 64.22 (5)	14,211	D
Common Stock	04/24/2013		M	42,820	A	$ 43.64	57,031	D
Common Stock	04/24/2013		S	42,820	D	$ 63.57 (6)	14,211	D
Common Stock	04/25/2013		S	12,943	D	$ 65.4	1,268	D
Common Stock	04/25/2013		M	45,401	A	$ 55.81	46,669	D
Common Stock	04/25/2013		S	45,401	D	$ 65.63 (7)	1,268	D
Common Stock	04/25/2013		M	24,499	A	$ 55.71	25,767	D
Common Stock	04/25/2013		S	24,499	D	$ 65.7 (8)	1,268	D
Common Stock	04/25/2013		S	1,268	D	$ 65.36	0	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amo Underlying Secu (Instr. 3 and 4)

	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Employee Stock Option	$ 51.6	04/24/2013		M			30,067	02/09/2008	02/09/2017	Common Stock	30
Employee Stock Option	$ 48.51	04/24/2013		M			70,000	02/08/2009	02/08/2018	Common Stock	70
Employee Stock Option	$ 35.12	04/24/2013		M			57,014	02/13/2010	02/13/2019	Common Stock	57
Employee Stock Option	$ 43.64	04/24/2013		M			42,820	02/12/2011 (9)	02/12/2020	Common Stock	42
Employee Stock Option	$ 55.81	04/25/2013		M			45,401	02/11/2012 (9)	02/11/2021	Common Stock	45
Performance Restricted Stock Unit (granted 2/11/2011) (10)	$ 0							(11)	(11)	Common Stock	12
Performance Restricted Stock Unit (granted 2/10/2012) (10)	$ 0							(11)	(11)	Common Stock	12
Employee Stock Option	$ 55.71	04/25/2013		M			24,499	02/10/2013 (9)	02/10/2022	Common Stock	24
Employee Stock Option	$ 63.25							02/15/2014 (9)	02/15/2023	Common Stock	76
Performance Restricted Stock Unit (granted 2/15/2013) (10)	$ 0							(11)	(11)	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Kropp Ronald D
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Sr VP & CFO

Signatures

Ronald D. Kropp by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File	04/26/2013
**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).

(1) This transaction was executed in multiple trades at prices ranging from $64.39 to $64.40. 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) This transaction was executed in multiple trades at prices ranging from $64.08 to $64.45. 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.

(3) This transaction was executed in multiple trades at prices ranging from $64.08 to $64.44. 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.

(4) This transaction was executed in multiple trades at prices ranging from $63.31 to $63.71. 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.

(5) This transaction was executed in multiple trades at prices ranging from $64.09 to $64.44. 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.

(6) This transaction was executed in multiple trades at prices ranging from $63.50 to $63.64. 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.

(7) This transaction was executed in multiple trades at prices ranging from $65.62 to $65.74. 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.

(8) This transaction was executed in multiple trades at prices ranging from $65.64 to $65.72. 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.

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

(10) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

(11) 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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