

ILLINOIS TOOL WORKS INC
 Form 4
 April 25, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY SHARON M

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)
04/23/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SR VP Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	04/23/2014		M		16,205	A	\$ 43.64
Common Stock	04/23/2014		S		16,205	D	\$ 85.52
							(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)

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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 of Underlying Security (Instr. 3 and 4)
Employee Stock Option	\$ 43.64	04/23/2014		M	16,205	02/12/2011 02/12/2020	Common Stock 16
Performance Restricted Stock Unit (granted 2/14/2014) <u>(2)</u>	\$ 0					(3) (3)	Common Stock 4
Employee Stock Option	\$ 55.71					02/10/2013 ⁽⁴⁾ 02/10/2022	Common Stock 52
Employee Stock Option	\$ 55.81					02/11/2012 ⁽⁴⁾ 02/11/2021	Common Stock 48
Employee Stock Option	\$ 63.25					02/15/2014 ⁽⁴⁾ 02/15/2023	Common Stock 40
Performance Restricted Stock Unit (granted 2/10/2012) <u>(2)</u>	\$ 0					(3) (3)	Common Stock 6
Employee Stock Option	\$ 78.59					02/14/2015 ⁽⁴⁾ 02/14/2024	Common Stock 24
Performance Restricted Stock Unit (granted 02/15/2013) <u>(2)</u>	\$ 0					(3) (3)	Common Stock 6

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

BRADY SHARON M
ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

SR VP Human Resources

Signatures

Sharon M. Brady by Maria C. Green Senior Vice President, General Counsel & Secretary,
Attorney-In-Fact POA on File

04/25/2014

__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).

This transaction was executed at multiple prices ranging from \$85.50 to \$85.56. 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) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) Each PRSU vests 100% three years from the date of grant if performance goals are met.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.

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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