

ILLINOIS TOOL WORKS INC

Form 4

October 31, 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 *
NAGARAJAN SUNDARAM

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)
10/29/2014

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/29/2014		M	5,736 A \$ 43.64	18,105	D	
Common Stock	10/29/2014		S ⁽¹⁾	5,736 D \$ 90.03	12,369	D	
Common Stock	10/29/2014		M	5,276 A \$ 57.55	17,645	D	
Common Stock	10/29/2014		S ⁽¹⁾	5,276 D \$ 90.03	12,369	D	
Common Stock					2,618	I	See Footnote

(2)

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

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(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 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 (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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Employee Stock Option	\$ 43.64	10/29/2014		M	5,736	02/12/2011 02/12/2020	Common Stock	5,	
Employee Stock Option	\$ 57.55	10/29/2014		M	5,276	04/25/2013 02/01/2016	Common Stock	5,	
Employee Stock Option	\$ 78.59					02/14/2015 ⁽³⁾ 02/14/2024	Common Stock	27	
Performance Restricted Stock Unit (granted 02/10/12) ⁽⁴⁾	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock	5,	
Performance Restricted Stock Unit (granted 2/15/13) ⁽⁴⁾	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock	5,	
Employee Stock Option	\$ 55.71					02/10/2013 ⁽³⁾ 02/10/2022	Common Stock	34	
Performance Restricted Stock Unit (granted 2/14/2014) ⁽⁴⁾	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock	5,	

Employee Stock Option	\$ 63.25	02/15/2014 ⁽³⁾	02/15/2023	Common Stock	37
Employee Stock Option	\$ 55.81	02/11/2012 ⁽³⁾	02/11/2021	Common Stock	18

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

Sundaram Nagarajan by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File 10/31/2014

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and approved by the issuer effective May 9, 2014.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of October 29, 2014.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (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.