

Mines Andrew
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
Mines Andrew

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)

155 HARLEM AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director
 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)
 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 98.26								02/13/2016 ⁽¹⁾	02/13/2025	Common Stock	2
Employee Stock Option	\$ 128								02/10/2018 ⁽¹⁾	02/10/2027	Common Stock	5
Employee Stock Option	\$ 78.59								02/14/2015	02/14/2024	Common Stock	1
Employee Stock Option	\$ 91.88								02/12/2017 ⁽¹⁾	02/12/2026	Common Stock	3
Performance Share Units (granted 2/10/17) ⁽²⁾ <u>(3)</u>	\$ 0								<u>(4)</u>	<u>(4)</u>	Common Stock	0
Restricted Stock Unit (granted 02/13/15) ⁽²⁾	\$ 0								<u>(5)</u>	<u>(5)</u>	Common Stock	1
Restricted Stock Unit (granted 2/12/2016) ⁽²⁾ <u>(2)</u>	\$ 0								<u>(5)</u>	<u>(5)</u>	Common Stock	1
Employee Stock Option	\$ 163.36	02/15/2018		A					02/15/2019 ⁽¹⁾	02/15/2028	Common Stock	10
Performance Share Units (granted 2/15/18) ⁽²⁾ <u>(3)</u>	\$ 0	02/15/2018		A					<u>(4)</u>	<u>(4)</u>	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
Mines Andrew 155 HARLEM AVE.	Director 10% Owner Officer Executive Vice President Other

GLENVIEW, IL 60025

Signatures

Andrew Mines, by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact on File

02/20/2018

__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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) Each restricted stock unit (RSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (3) PSUs accrue dividends in shares of common stock, subject to fulfillment of vesting period and performance goals; the PSUs shown include dividend equivalents, if any, accrued to date.
- (4) Each PSU vests 100% three years from the date of grant if performance goals are met.
- (5) Each RSU vests 100% three years from the 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. 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.