ILLINOIS TOOL WORKS INC
Form 4
December 27, 2013

FORM 4

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

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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).

(Print or Type Responses)

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

(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)
12/24/2013

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 Human Resources

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	12/24/2013		M		30,000	A	$ 48.51	34,781	D	
Common Stock	12/24/2013		S		30,000 (1)	D	$ 83.02 (2)	4,781	D	

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

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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 Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	$ 48.51	12/24/2013		M			30,000	02/08/2009	02/08/2018	Common Stock	30
Employee Stock Option	$ 55.71							02/10/2013(3)	02/10/2022	Common Stock	52
Employee Stock Option	$ 55.81							02/11/2012(3)	02/11/2021	Common Stock	48
Employee Stock Option	$ 43.64							02/12/2011(3)	02/12/2020	Common Stock	16
Performance Restricted Stock Unit (granted 2/10/2012) (4)	$ 0							(5)	(5)	Common Stock	6
Employee Stock Option	$ 63.25							02/15/2014(3)	02/15/2023	Common Stock	40
Performance Restricted Stock Unit (granted 02/15/2013) (4)	$ 0							(5)	(5)	Common Stock	6
Performance Restricted Stock Unit (granted 2/11/2011) (4)	$ 0							(5)	(5)	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships

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 — 12/27/2013

**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) 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 on October 25, 2013.

(2) This transaction was executed at multiple prices ranging from $83.00 to $83.05. 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) 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.
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