

ILLINOIS TOOL WORKS INC  
Form 4  
May 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Schlitz Lei Zhang

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)  
05/06/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

GLENVIEW, IL 60025

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

(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 (D) Price  |   |  |   |
| Common Stock                    | 05/06/2016                           |  | S                              | 400 D \$ 103.77   | 592   | D  |   |
| Common Stock                    | 05/06/2016                           |  | M                              | 1,519 A \$ 43.64  | 2,111   | D  |   |
| Common Stock                    | 05/06/2016                           |  | S                              | 1,519 D \$ 103.78   | 592   | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,969   | I  | SEE FOOTNOTE (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)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option  | \$ 43.64   | 05/06/2016                           |  | M                              | 1,519   | 02/12/2011 02/12/2020                                    | Common Stock  | 1,519                      |
| Employee Stock Option  | \$ 55.71   |                                      |  |                                |   | 02/10/2013 02/10/2022                                    | Common Stock  | 17,500                     |
| Employee Stock Option  | \$ 55.81   |                                      |  |                                |   | 02/11/2012 02/11/2021                                    | Common Stock  | 16,500                     |
| Employee Stock Option  | \$ 78.59   |                                      |  |                                |   | 02/14/2015 <sup>(2)</sup> 02/14/2024                     | Common Stock  | 8,800                      |
| Employee Stock Option  | \$ 91.88   |                                      |  |                                |   | 02/12/2017 <sup>(2)</sup> 02/12/2026                     | Common Stock  | 13,500                     |
| Employee Stock Option  | \$ 63.25   |                                      |  |                                |   | 02/15/2014 <sup>(2)</sup> 02/15/2023                     | Common Stock  | 13,500                     |
| Employee Stock Option  | \$ 98.26   |                                      |  |                                |   | 02/13/2016 <sup>(2)</sup> 02/13/2025                     | Common Stock  | 6,400                      |
| Performance Restricted Stock Unit (granted 2/12/2016) <sup>(3)</sup> | \$ 0   |                                      |  |                                |   | <u>(4)</u> <u>(4)</u>                                    | Common Stock  | 2,900                      |
| Restricted Stock Unit (granted 02/13/15) <sup>(5)</sup>              | \$ 0   |                                      |  |                                |   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 1,300                      |
| Restricted Stock Unit (granted                                       | \$ 0   |                                      |  |                                |   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 1,000                      |

02/14/2014)

(5)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| Schlitz Lei Zhang<br>155 HARLEM AVE.<br>GLENVIEW, IL 60025 |               |           | Executive Vice President |       |

## Signatures

Lei Zhang Schlitz, by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact on File

05/10/2016

\_\_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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of May 6, 2016.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each PRSU vests 100% three years from date of grant if performance goals are met.
- (5) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- (6) 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.

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