Parry David C Form 4 February 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287 January 31,

Expires:

2005

0.5

burden hours per response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person *

Parry David C

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify below)

Vice Chairman

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GLENVIEW, IL 60026

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	y 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Stock	02/15/2013		M	7,122	A	\$ 0	7,567	D	
Common Stock	02/15/2013		F	2,323	D	\$ 63.02	5,244	D	
Common Stock							1,114	I	See Footnote (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

Edgar Filing: Parry David C - Form 4

required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities (A) or Disp (D) (Instr. 3, 4,	Acquired bosed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Commor Stock
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Commor Stock
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Commor Stock
Employee Stock Option	\$ 48.51						02/08/2009	02/08/2018	Commor Stock
Employee Stock Option	\$ 43.64						02/12/2011(2)	02/12/2020	Commor Stock
Performance Restricted Stock Unit (granted 2/12/2010)	\$0	02/15/2013		M		7,122	<u>(4)</u>	<u>(4)</u>	Commor Stock
Employee Stock Option	\$ 35.12						02/13/2010	02/13/2019	Commor Stock
Employee Stock Option	\$ 55.81						02/11/2012(2)	02/11/2021	Commor Stock
Performance Restricted Stock Unit (granted 2/11/2011)	\$ 0						<u>(5)</u>	<u>(5)</u>	Commor Stock
Employee Stock Option	\$ 55.71						02/10/2013(2)	02/10/2022	Commor Stock
Performance Restricted Stock Unit	\$ 0						(5)	(5)	Commor Stock

(granted	
2/10/2012)	
(3)	

Employee Stock Option	\$ 63.25	02/15/2013	A	101,729	02/15/2014(2)	02/15/2023	Commor Stock
Performance Restricted Stock Unit (granted 2/15/2013)	\$ 0	02/15/2013	A	15,810	<u>(5)</u>	<u>(5)</u>	Commor Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Parry David C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Vice Chairman

Signatures

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

02/20/2013

**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).
- Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 15, 2013.
- (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) The PRSU award became payable on February 15, 2013.
- (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.

Reporting Owners 3