

VALLS JUAN
Form 4
February 20, 2013

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 *
VALLS JUAN

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)
3600 WEST LAKE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2013

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

GLENVIEW, IL 60026

(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)
				(A) or (D)	Price		
Common Stock	02/15/2013		M	7,122	A \$ 0	14,540	D
Common Stock	02/15/2013		F	3,769	D \$ 63.02	10,771	D

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12					02/13/2010	02/13/2019	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011 ⁽¹⁾	02/12/2020	Common Stock
Performance Restricted Stock Unit (granted 2/12/2010) ⁽²⁾	\$ 0	02/15/2013		M	7,122	<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012 ⁽¹⁾	02/11/2021	Common Stock
Performance Restricted Stock Unit (granted 2/11/2011) ⁽²⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock
Performance Restricted Unit (granted 2/10/2012) ⁽²⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013 ⁽¹⁾	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/15/2013)	\$ 0	02/15/2013		A	6,324	<u>(4)</u>	<u>(4)</u>	Common Stock

