VALLS JUAN Form 4 February 20, 2013

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(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	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 3600 WEST	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2013	Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President		
GLENVIEW	(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		
(City)	(State)	(Zin)				

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	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)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	
				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)	\$ 0	02/15/2013		M		7,122	(3)	<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)	\$ 0						<u>(4)</u>	<u>(4)</u>	Common Stock
Performance Restricted Unit (granted 2/10/2012)	\$ 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

(2)

Employee \$63.25 02/15/2013 A 40,692 02/15/2014(1) 02/15/2023 Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VALLS JUAN 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

Juan Valls 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).
- (1) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) The PRSU award became payable on February 15, 2013.
- (4) 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.

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