

ILLINOIS TOOL WORKS INC
 Form 4
 May 30, 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 *
 BRADY SHARON M

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SR VP Human Resources

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)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

GLENVIEW, IL 60026

(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	(A) or (D)	Price
Common Stock	05/28/2013		M		15,176	A	\$ 35.12
Common Stock	05/28/2013		S ⁽¹⁾		15,176	D	\$ 70.78
Common Stock	05/28/2013		M		23,613	A	\$ 43.64
Common Stock	05/28/2013		S ⁽¹⁾		23,613	D	\$ 71.11

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

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(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)
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock 60
Employee Stock Option	\$ 48.51					02/08/2009 02/08/2018	Common Stock 70
Employee Stock Option	\$ 35.12	05/28/2013		M	15,176	02/13/2010 02/13/2019	Common Stock 15
Employee Stock Option	\$ 43.64	05/28/2013		M	23,613	02/12/2011 ⁽⁴⁾ 02/12/2020	Common Stock 23
Employee Stock Option	\$ 55.81					02/11/2012 ⁽⁴⁾ 02/11/2021	Common Stock 48
Performance Restricted Stock Unit (granted 2/11/2011) ⁽⁵⁾	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock 6
Employee Stock Option	\$ 55.71					02/10/2013 ⁽⁴⁾ 02/10/2022	Common Stock 52
Performance Restricted Stock Unit (granted 2/10/2012) ⁽⁵⁾	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock 6
Employee Stock Option	\$ 63.25					02/15/2014 ⁽⁴⁾ 02/15/2023	Common Stock 40

Performance Restricted Stock Unit (granted 02/15/2013)	\$ 0	(6)	(6)	Common Stock	6
(5)					

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 05/30/2013

__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 effective April 26, 2013.
This transaction was executed in multiple prices ranging from \$70.61 to \$71.03. 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) This transaction was executed in multiple prices ranging from \$70.85 to \$71.32. 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.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (6) 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.