ILLINOIS TOOL WORKS INC

Form 4 June 07, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

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2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Parry David C Issuer Symbol ILLINOIS TOOL WORKS INC (Check all applicable) [ITW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) ILLINOIS TOOL WORKS 06/05/2013 Vice Chairman INC., 3600 WEST LAKE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

GLENVIEW, IL 60026

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

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed 4 and 3 (A) or	of (D) 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)
Common Stock	06/05/2013		Code V M	Amount 15,000	(D)	Price \$ 35.12	20,244	D	
Common Stock	06/05/2013		S	15,000	D	\$ 69.36 (1)	5,244	D	
Common Stock	06/05/2013		M	20,000	A	\$ 47.13	25,244	D	
Common Stock	06/05/2013		S	20,000	D	\$ 69.28	5,244	D	

(2)

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See Common 1,119 I Footnote Stock

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. Transactic Code (Instr. 8)	ransactionDerivative lode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sh
Employee Stock Option	\$ 47.13	06/05/2013		M		20,000	12/10/2005	12/10/2014	Common Stock	2
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Common Stock	2
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Common Stock	6
Employee Stock Option	\$ 48.51						02/08/2009	02/08/2018	Common Stock	7
Employee Stock Option	\$ 43.64						02/12/2011(4)	02/12/2020	Common Stock	6
Employee Stock Option	\$ 35.12	06/05/2013		M		15,000	02/13/2010	02/13/2019	Common Stock	1
Employee Stock Option	\$ 55.81						02/11/2012(4)	02/11/2021	Common Stock	8
Performance Restricted Stock Unit (granted 2/11/2011)	\$ 0						<u>(6)</u>	<u>(6)</u>	Common Stock	1
Employee Stock Option	\$ 55.71						02/10/2013(4)	02/10/2022	Common Stock	10
	\$ 0						<u>(6)</u>	<u>(6)</u>		1

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Performance Restricted Stock Unit (granted 2/10/2012)				Common Stock	
Employee Stock Option	\$ 63.25	02/15/2014(4)	02/15/2023	Common Stock	10
Performance Restricted Stock Unit (granted 2/15/2013)	\$ 0	<u>(6)</u>	<u>(6)</u>	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Parry David C						
ILLINOIS TOOL WORKS INC.			Vice Chairman			
3600 WEST LAKE AVENUE		vice Chairman				
GLENVIEW, IL 60026						

Signatures

(5)

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

06/07/2013

**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).
- This transaction was executed in multiple trades at prices ranging from \$69.25 to \$69.44. The price reported above reflects the weighted (1) 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 tranaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$69.23 to \$69.45. 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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of June 5, 2013.
- (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.

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