

ILLINOIS TOOL WORKS INC  
Form 4  
July 31, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
NAGARAJAN SUNDARAM

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)  
07/29/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

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	07/29/2013		M		2,452	A	\$ 35.12
Common Stock	07/29/2013		S		2,452	D	\$ 72 (1)
Common Stock	07/29/2013		M		5,595	A	\$ 43.64
Common Stock	07/29/2013		S		5,595	D	\$ 72.02 (2)
	07/29/2013		M		17,259	A	26,382

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Common Stock					\$ 55.81			
Common Stock	07/29/2013	S	17,259	D	\$ 72.03 (2)	9,123	D	
Common Stock	07/29/2013	M	11,093	A	\$ 55.71	20,216	D	
Common Stock	07/29/2013	S	11,093	D	\$ 72.03 (3)	9,123	D	
Common Stock						2,526	I	See Footnote (4)

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option	\$ 35.12	07/29/2013		M	2,452	02/13/2010	02/13/2019	Common Stock	2
Employee Stock Option	\$ 43.64	07/29/2013		M	5,595	02/12/2011 <sup>(5)</sup>	02/12/2020	Common Stock	5
Employee Stock Option	\$ 57.55					04/25/2013	02/01/2016	Common Stock	5
Employee Stock Option	\$ 55.81	07/29/2013		M	17,259	02/11/2012 <sup>(5)</sup>	02/11/2021	Common Stock	17
Performance Restricted Stock Unit (granted	\$ 0					<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	4

02/11/11) <sup>(6)</sup>

Performance  
Restricted  
Stock Unit \$ 0  
(granted  
02/10/12) <sup>(6)</sup>

(7)

(7)

Common  
Stock

Employee  
Stock Option \$ 55.71 07/29/2013

M

11,093

02/10/2013<sup>(5)</sup>

02/10/2022

Common  
Stock

Employee  
Stock Option \$ 63.25

02/15/2014<sup>(5)</sup>

02/15/2023

Common  
Stock

Performance  
Restricted  
Stock Unit \$ 0  
(granted  
2/15/13) <sup>(6)</sup>

(7)

(7)

Common  
Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

NAGARAJAN SUNDARAM  
ILLINOIS TOOL WORKS INC  
3600 WEST LAKE AVENUE  
GLENVIEW, IL 60026

Executive Vice President

## Signatures

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

07/31/2013

     \*\*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) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.01. 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.

(2) This transaction was executed in multiple trades at prices ranging from \$72.00 to \$72.030. 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 trades at prices ranging from \$72.00 to \$72.062. 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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of July 29, 2013.

(5) Options vest in four (4) equal annual installments beginning one year from date of grant.

(6) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

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(7) 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.

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