

ILLINOIS TOOL WORKS INC  
 Form 4  
 March 02, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 MARTINDALE STEVEN L

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)  
 02/26/2015

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

ILLINOIS TOOL WORKS  
 INC., 155 HARLEM 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 60025

(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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	02/26/2015		M		10,000	A	\$ 51.6 32,952
Common Stock	02/26/2015		S		10,000	D	\$ 99.45 22,952 (1)
Common Stock	02/26/2015		M		15,000	A	\$ 48.51 37,952
Common Stock	02/26/2015		S		15,000	D	\$ 99.45 22,952 (2)

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Common Stock	02/26/2015	M	52,031	A	\$ 35.12	74,983	D
Common Stock	02/26/2015	S	52,031	D	\$ 99.45 <u>(3)</u>	22,952	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)

**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	\$ 51.6	02/26/2015		M	10,000	02/09/2008	02/09/2017	Common Stock	10,000
Employee Stock Option	\$ 48.51	02/26/2015		M	15,000	02/08/2009	02/08/2018	Common Stock	15,000
Employee Stock Option	\$ 35.12	02/26/2015		M	52,031	02/13/2010	02/13/2019	Common Stock	52,031
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(4)</sup>	02/13/2026	Common Stock	17,000
Employee Stock Option	\$ 55.71					02/10/2013 <sup>(4)</sup>	02/10/2022	Common Stock	52,031
Performance Restricted Stock Unit (granted 2/15/2013) <sup>(5)</sup>	\$ 0					<u>(6)</u>	<u>(6)</u>	Common Stock	6,000
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	48,000
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(4)</sup>	02/14/2024	Common Stock	24,000

Employee Stock Option	\$ 63.25	02/14/2014 <sup>(4)</sup>	02/15/2023	Common Stock	42
Employee Stock Option	\$ 43.64	02/12/2011	02/12/2020	Common Stock	64
Performance Restricted Stock Unit (granted 2/13/15) <sup>(5)</sup>	\$ 0	<u>(6)</u>	<u>(6)</u>	Common Stock	3
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(5)</sup>	\$ 0	<u>(6)</u>	<u>(6)</u>	Common Stock	4

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTINDALE STEVEN L ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			Executive Vice President	

## Signatures

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

03/02/2015

\_\_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 \$99.21 to \$99.73. 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 \$99.22 to \$99.73. 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 \$99.20 to \$99.75. 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.

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