#### Edgar Filing: O'HERLIHY CHRISTOPHER A - Form 4

**O'HERLIHY CHRISTOPHER A** Form 4 December 12, 2012 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 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 **O'HERLIHY CHRISTOPHER A** 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) below) ILLINOIS TOOL WORKS 12/10/2012 Executive Vice President INC, 3600 WEST LAKE AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting GLENVIEW, IL 60026 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Price (D) Amount Common 12/10/2012 \$51.6 10,919 D Μ 8,000 Α Stock \$ Common 12/10/2012 S 62.17 D 8,000 D 2,919 Stock (1)Common 12/10/2012 12,000 14,919 D Μ Α 48.51 Stock \$ Common 62.16 2,919 12/10/2012 S 12,000 D D Stock (2)

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Common Stock	12/10/2012	М	4,000	А	\$ 47.13	6,919	D	
Common Stock	12/10/2012	S	4,000	D	\$ 62.18	2,919	D	
Common Stock						1,476	Ι	See Footnote $(3)$

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

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 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. Transacti Code (Instr. 8)	tionDerivative 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 or Nu of
Employee Stock Option	\$ 47.13	12/10/2012		М		4,000	12/10/2005	12/10/2014	Common Stock	4
Employee Stock Option	\$ 51.6	12/10/2012		М		8,000	02/09/2008	02/09/2017	Common Stock	8
Employee Stock Option	\$ 48.51	12/10/2012		М		12,000	02/08/2009	02/08/2018	Common Stock	12
Employee Stock Option	\$ 35.12						02/13/2010(4)	02/13/2019	Common Stock	13
Employee Stock Option	\$ 43.64						02/12/2011(4)	02/12/2020	Common Stock	22
Restricted Stock Unit (granted 2/12/2010) (5)	\$ 0						<u>(6)</u>	<u>(6)</u>	Common Stock	2
Employee Stock Option	\$ 55.81						02/11/2012(4)	02/11/2021	Common Stock	36
	\$ 0						(7)	(7)		4

Performance Restricted Stock Unit (granted 2/11/2011) (5)				Common Stock	
Employee Stock Option	\$ 55.71	02/10/2013(4)	02/10/2022	Common Stock	43
Performance Restricted Stock Unit (granted 2/10/2012) (5)	\$ 0	<u>(7)</u>	<u>(7)</u>	Common Stock	5

**Reporting Owners** 

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President		

## Signatures

Christopher A. O'Herlihy, by Maria C. Green, Senior Vice President, General Counsel &					
Secretary, Attorney-In-Fact on File					
<u>**</u> 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 \$62.17 to \$62.18. 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 transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$62.16 to \$62.18. The price reported above reflects the weighted(2) 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 December 10, 2012.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Each restricted stock unit (RSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (6) Each RSU vests 100% three years from the date of grant.
- (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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