

ILLINOIS TOOL WORKS INC
Form 4
May 19, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Parry David C

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)
ILLINOIS TOOL WORKS INC., 3600 WEST LAKE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

GLENVIEW, IL 60026

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

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/15/2014		M	30,703	A \$ 35.12	30,826	D
Common Stock	05/15/2014		S	30,703	D \$ 85.36	123	D
Common Stock						1,140	I
							See Footnote (2)

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)	8. Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option	\$ 35.12	05/15/2014		M	30,703	02/13/2010 02/13/2019	Common Stock	3
Employee Stock Option	\$ 55.81					02/11/2012 ⁽³⁾ 02/11/2021	Common Stock	8
Performance Restricted Stock Unit (granted 2/15/2013) ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock	1
Performance Restricted Stock Unit (granted 2/10/2012) ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock	1
Employee Stock Option	\$ 48.51					02/08/2009 02/08/2018	Common Stock	7
Employee Stock Option	\$ 43.64					02/12/2011 02/12/2020	Common Stock	6
Employee Stock Option	\$ 78.59					02/14/2015 ⁽³⁾ 02/14/2024	Common Stock	6
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock	6
Employee Stock Option	\$ 55.71					02/10/2013 ⁽³⁾ 02/10/2022	Common Stock	10
Employee Stock Option	\$ 63.25					02/15/2014 ⁽³⁾ 02/15/2023	Common Stock	10

