

ILLINOIS TOOL WORKS INC

Form 4

February 17, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)

____ Director ____ 10% Owner
__X__ 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)

__X__ 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 Ownership (Instr. 4)
Common Stock	02/15/2016		M	5,797 A	\$ 0 ⁽¹⁾ 22,046	D	
Common Stock	02/15/2016		F	1,829 D	\$ 91.88 20,217	D	
Common Stock					2,688	I	See Footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form
displays a currently valid OMB control
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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. 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 Underlying (Instr. 3 and			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 98.26							02/13/2016 ⁽³⁾	02/13/2025	Common Stock
Performance Restricted Stock Unit (granted 2/13/15) ⁽¹⁾	\$ 0							⁽⁴⁾	⁽⁴⁾	Common Stock
Employee Stock Option	\$ 78.59							02/14/2015 ⁽³⁾	02/14/2024	Common Stock
Performance Restricted Stock Unit (granted 2/15/13) ⁽¹⁾	\$ 0	02/15/2016		M		5,797		⁽⁵⁾	⁽⁵⁾	Common Stock
Employee Stock Option	\$ 55.71							02/10/2013	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014) ⁽¹⁾	\$ 0							⁽⁴⁾	⁽⁴⁾	Common Stock
Employee Stock Option	\$ 63.25							02/15/2014 ⁽³⁾	02/15/2023	Common Stock
Employee Stock Option	\$ 55.81							02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 91.88	02/12/2016		A		22,893		02/12/2017 ⁽³⁾	02/12/2026	Common Stock
Performance Restricted Stock Unit	\$ 0	02/12/2016		A		4,988		⁽⁴⁾	⁽⁴⁾	Common Stock

Reporting Owner Name / Address

Director	10% Owner	Officer		Other
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Executive Vice President

Sundaram Nagarajan by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact POA on File

02/17/2016

****Signature of Reporting Person**

Date _____

- * 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) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of February 15, 2016.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each PRSU vests 100% three years from the date of grant if performance goals are met.
- (5) The PRSU award became vested and payable on February 15, 2016.

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.