

ILLINOIS TOOL WORKS INC

Form 4

May 18, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Parry David C

(Last) (First) (Middle)

ILLINOIS TOOL WORKS
INC., 155 HARLEM AVENUE

(Street)

GLENVIEW, IL 60025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ILLINOIS TOOL WORKS INC
[ITW]

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	04/25/2016		G	44	D \$ 0	584	D
Common Stock	05/16/2016		M	10,000	A \$ 55.81	10,584	D
Common Stock	05/16/2016		S	10,000	D \$ (1) 104.35	584	D
Common Stock						1,187	I See Footnote (2)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title An Nu Sh
Employee Stock Option	\$ 55.81	05/16/2016		M	10,000	02/11/2012 02/11/2021	Common Stock 1
Employee Stock Option	\$ 98.26					02/13/2016 ⁽³⁾ 02/13/2025	Common Stock 4
Employee Stock Option	\$ 91.88					02/12/2017 ⁽³⁾ 02/12/2026	Common Stock 4
Employee Stock Option	\$ 78.59					02/14/2015 ⁽³⁾ 02/14/2024	Common Stock 6
Employee Stock Option	\$ 55.71					02/10/2013 02/10/2022	Common Stock 10
Employee Stock Option	\$ 63.25					02/15/2014 ⁽³⁾ 02/15/2023	Common Stock 10
Performance Restricted Stock Unit (granted 2/12/2016) ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 1
Performance Restricted Stock Unit (granted 2/13/15) ⁽⁴⁾	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 1
Performance Restricted Stock Unit (granted 2/14/2014)	\$ 0					⁽⁵⁾ ⁽⁵⁾	Common Stock 1

(4)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Parry David C ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025	Vice Chairman

Signatures

David C. Parry by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact POA on File

05/18/2016

____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 at multiple prices ranging from \$104.25 to \$104.48. The price reported above reflects the weighted average
- (1) 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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of May 16, 2016.
 - (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
 - (4) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
 - (5) 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. 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.