

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 GARDNER TIMOTHY J

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)  
 02/14/2014

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

ILLINOIS TOOL WORKS INC., 3600 WEST LAKE 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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/14/2014		M		5,375	A	\$ 0 19,602	D
Common Stock	02/14/2014		F		1,762	D	\$ 78.77 17,840	D
Common Stock							2,441	I
							See Footnote (1)	

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)

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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 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Restricted Stock Unit (granted 2/11/2011) <u>(2)</u>	\$ 0	02/14/2014		M	5,375	<u>(3)</u>	<u>(3)</u>	Common Stock
Performance Restricted Stock Unit (granted 02/15/2013) <u>(2)</u>	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011	02/12/2020	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(5)</sup>	02/15/2023	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013 <sup>(5)</sup>	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/10/2012) <u>(2)</u>	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012 <sup>(5)</sup>	02/11/2021	Common Stock
Employee Stock Option	\$ 78.59	02/14/2014		A	24,002	02/14/2015 <sup>(5)</sup>	02/14/2024 <sup>(5)</sup>	Common Stock
Performance Restricted Stock Unit	\$ 0	02/14/2014		A	4,241	<u>(4)</u>	<u>(4)</u>	Common Stock

