

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

HINDMAN CRAIG A

CIK: **1307305**

Type: **4** | Act: **34** | File No.: **001-04797** | Film No.: **13849957**

Mailing Address

*ILLINOIS TOOL WORKS INC.
3600 WEST LAKE AVENUE
GLENVIEW IL 60026*

ISSUER

ILLINOIS TOOL WORKS INC

CIK: **49826** | IRS No.: **361258310** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3560** General industrial machinery & equipment

Mailing Address

*3600 WEST LAKE AVENUE
GLENVIEW IL 60026-1215*

Business Address

*3600 WEST LAKE AVE
GLENVIEW IL 60026-1215
8476574204*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person HINDMAN CRAIG A			2. Issuer Name and Ticker or Trading Symbol ILLINOIS TOOL WORKS INC [ITW]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
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) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2013		M		80,000	A	\$51.6	106,864	D	
Common Stock	05/14/2013		S		80,000	D	\$69.36 ⁽¹⁾	26,864	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option	\$51.6	05/14/2013		M		80,000		02/09/2008	02/09/2017	Common Stock	80,000	\$ 0	0	D	
Employee Stock Option	\$43.64							02/12/2011 ⁽²⁾	02/12/2020	Common Stock	18,520		18,520	D	
Employee Stock Option	\$55.81							02/11/2012 ⁽²⁾	02/11/2021	Common Stock	54,700		54,700	D	
Performance Restricted	\$ 0							(4)	(4)	Common Stock	7,257		7,257	D	

Stock Unit (granted 2/11/2011) (3)														
Performance Restricted Stock Unit (granted 2/10/2012) (3)	\$ 0						(4)	(4)	Common Stock	7,270		7,270	D	
Employee Stock Option	\$55.71						02/10/2013 (2)	02/10/2022	Common Stock	58,798		58,798	D	
Employee Stock Option	\$63.25						02/15/2014 (2)	02/15/2023	Common Stock	45,778		45,778	D	
Performance Restricted Stock Unit (granted 02/15/2013) (3)	\$ 0						(4)	(4)	Common Stock	7,115		7,115	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$69.33 to \$69.41. The price reported above reflects the weighted 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.
2. Options vest in four (4) equal annual installments beginning one year from date of grant.
3. Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
4. Each PRSU vests 100% three years from the date of grant if performance goals are met.

Signatures

Craig A. Hindman by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

05/16/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.