

ILLINOIS TOOL WORKS INC  
Form 4  
March 02, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
MARTINDALE STEVEN L

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)  
02/26/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

GLENVIEW, IL 60025

(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		
Common Stock	02/26/2015		M	10,000	A \$ 51.6	32,952	D
Common Stock	02/26/2015		S	10,000	D \$ 99.45	22,952	D
Common Stock	02/26/2015		M	15,000	A \$ 48.51	37,952	D
Common Stock	02/26/2015		S	15,000	D \$ 99.45	22,952	D

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Common Stock	02/26/2015	M	52,031	A	\$ 35.12	74,983	D
Common Stock	02/26/2015	S	52,031	D	\$ 99.45 <u>(3)</u>	22,952	D

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

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(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)	Amount or Number of Underlying Securities	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
Employee Stock Option	\$ 51.6	02/26/2015		M	10,000	02/09/2008 02/09/2017	Common Stock	10,000	
Employee Stock Option	\$ 48.51	02/26/2015		M	15,000	02/08/2009 02/08/2018	Common Stock	15,000	
Employee Stock Option	\$ 35.12	02/26/2015		M	52,031	02/13/2010 02/13/2019	Common Stock	52,031	
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(4)</sup> 02/13/2026	Common Stock	17,000	
Employee Stock Option	\$ 55.71					02/10/2013 <sup>(4)</sup> 02/10/2022	Common Stock	52,031	
Performance Restricted Stock Unit (granted 2/15/2013) <sup>(5)</sup>	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock	6,000	
Employee Stock Option	\$ 55.81					02/11/2012 02/11/2021	Common Stock	48,000	
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(4)</sup> 02/14/2024	Common Stock	24,000	



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