

ILLINOIS TOOL WORKS INC  
Form 4  
February 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
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)  
ILLINOIS TOOL WORKS INC, 155  
HARLEM AVENUE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/12/2016

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

GLENVIEW, IL 60026

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

(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                    | 02/15/2016                           |  | M                              | 5,797   | A \$ 0 <sup>(1)</sup>   | 22,046   | D                                 |
| Common Stock                    | 02/15/2016                           |  | F                              | 1,829   | D \$ 91.88  | 20,217   | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 2,688  | I See Footnote <u>(2)</u>         |

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<br>Derivative<br>Security<br>(Instr. 3)                                 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying S<br>(Instr. 3 and |
|---|---|---|---|---|--|--|---|
|   |   |   |   | Code V (A) (D)                          |  | Date Exercisable Expiration Date                               | Title   |
| Employee<br>Stock Option  | \$ 98.26  |   |   |   |  | 02/13/2016 <sup>(3)</sup> 02/13/2025                           | Common<br>Stock                               |
| Performance<br>Restricted<br>Stock Unit<br>(granted<br>2/13/15) <sup>(1)</sup>      | \$ 0  |   |   |   |  | <sup>(4)</sup> <sup>(4)</sup>                                  | Common<br>Stock                               |
| Employee<br>Stock Option  | \$ 78.59  |   |   |   |  | 02/14/2015 <sup>(3)</sup> 02/14/2024                           | Common<br>Stock                               |
| Performance<br>Restricted<br>Stock Unit<br>(granted<br>2/15/13) <sup>(1)</sup>      | \$ 0  | 02/15/2016                              |   | M                                       | 5,797  | <sup>(5)</sup> <sup>(5)</sup>                                  | Common<br>Stock                               |
| Employee<br>Stock Option  | \$ 55.71  |   |   |   |  | 02/10/2013 02/10/2022  | Common<br>Stock                               |
| Performance<br>Restricted<br>Stock Unit<br>(granted<br>2/14/2014)<br><sup>(1)</sup> | \$ 0  |   |   |   |  | <sup>(4)</sup> <sup>(4)</sup>                                  | Common<br>Stock                               |
| Employee<br>Stock Option  | \$ 63.25  |   |   |   |  | 02/15/2014 <sup>(3)</sup> 02/15/2023                           | Common<br>Stock                               |
| Employee<br>Stock Option  | \$ 55.81  |   |   |   |  | 02/11/2012 02/11/2021  | Common<br>Stock                               |
| Employee<br>Stock Option  | \$ 91.88  | 02/12/2016                              |   | A                                       | 22,893   | 02/12/2017 <sup>(3)</sup> 02/12/2026                           | Common<br>Stock                               |
| Performance<br>Restricted<br>Stock Unit   | \$ 0  | 02/12/2016                              |   | A                                       | 4,988  | <sup>(4)</sup> <sup>(4)</sup>                                  | Common<br>Stock                               |

(granted  
2/12/2016)  
(1)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| NAGARAJAN SUNDARAM<br>ILLINOIS TOOL WORKS INC<br>155 HARLEM AVENUE<br>GLENVIEW, IL 60026 |               |           | Executive Vice President |       |

## Signatures

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

## 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).
- (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.