

ILLINOIS TOOL WORKS INC
 Form 4
 July 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Larsen Michael M

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)
 GLENVIEW, IL 60025
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 07/21/2016

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

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)		
				Code	V	Amount	(A) or (D) Price		
Common Stock	07/21/2016		S		14,000	D	\$ 113.99	0	D (2)
								(1)	

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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 98.26					02/13/2016 ⁽³⁾	02/13/2025	Common Stock	43,731
Employee Stock Option	\$ 91.88					02/12/2017 ⁽³⁾	02/12/2026	Common Stock	44,955
Employee Stock Option	\$ 78.59					02/14/2015 ⁽³⁾	02/14/2024	Common Stock	55,005
Employee Stock Option	\$ 75.1					09/16/2014 ⁽³⁾	09/16/2023	Common Stock	69,930
Performance Restricted Stock Unit (granted 2/12/2016) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	9,795
Performance Restricted Stock Unit (granted 2/13/15) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	9,159
Performance Restricted Stock Unit (granted 2/14/2014) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	10,603
Restricted Stock Unit (granted 9/16/2013) ⁽⁶⁾	\$ 0					<u>(7)</u>	<u>(7)</u>	Common Stock	13,316

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larsen Michael M ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			SVP & CFO	

Signatures

Michael M. Larsen by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-in-Fact, POA on File.

07/22/2016

__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 in multiple trades at prices ranging from \$113.90 to \$114.11. The price reported above reflects the
- (1) 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) Held jointly with spouse.
 - (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.
 - (6) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
 - (7) Each RSU vests 100% three years from the date of grant.

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

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