

Lawler Mary Katherine
 Form 4
 February 20, 2019

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 *
 Lawler Mary Katherine

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
X Officer (give title below) ___ Other (specify below)
 SVP & Chief HR Officer

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS INC., 155 HARLEM AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

GLENVIEW, IL 60025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 02/15/2019 | | M | A | 4,353 | \$ 0 | 9,191 ⁽¹⁾ | D |
| Common Stock | 02/15/2019 | | F | D | 1,301 | \$ 138.64 | 7,890 | D |
| Common Stock | | | | | | | 249 | I |
| | | | | | | | See Footnote <u>(2)</u> | |

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

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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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Employee Stock Option | \$ 98.26 | | | | | 02/13/2016 02/13/2025 | Common Stock |
| Employee Stock Option | \$ 91.88 | | | | | 02/12/2017 ⁽³⁾ 02/12/2026 | Common Stock |
| Employee Stock Option | \$ 128 | | | | | 02/10/2018 ⁽³⁾ 02/10/2027 | Common Stock |
| Employee Stock Option | \$ 163.36 | | | | | 02/15/2019 ⁽³⁾ 02/15/2028 | Common Stock |
| Performance Restricted Stock Unit (granted 2/12/2016) ⁽⁴⁾ | \$ 0 | 02/15/2019 | | M | 4,353 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock |
| Performance Share Units (granted 2/10/17) ⁽⁴⁾ ⁽⁶⁾ | \$ 0 | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock |
| Performance Share Units (granted 2/15/18) ⁽⁴⁾ ⁽⁶⁾ | \$ 0 | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock |
| Employee Stock Option | \$ 144.21 | 02/15/2019 | | A | 19,281 | 02/15/2020 ⁽³⁾ 02/15/2029 | Common Stock |
| Performance Share Units (granted 2/15/19) ⁽⁴⁾ ⁽⁶⁾ | \$ 0 | 02/15/2019 | | A | 2,296 | ⁽⁷⁾ ⁽⁷⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawler Mary Katherine ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025 | | | SVP & Chief HR Officer | |

Signatures

Mary K. Lawler, by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact, POA on File

02/20/2019

__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) Includes 175 shares acquired under a dividend reinvestment plan.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 15, 2019.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each performance restricted stock unit (PRSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (5) The PRSU award became vested and payable on February 15, 2019.
- (6) PSUs accrue dividends in shares of common stock, subject to fulfillment of vesting period and performance goals; the PSUs shown include dividend equivalents accrued, if any, to date.
- (7) Each PSU vests 100% three years from the date of grant if performance goals are met.

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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