

ILLINOIS TOOL WORKS INC  
Form 5  
February 12, 2016

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**SMITH HAROLD B**  
  
(Last) (First) (Middle)  
  
**155 HARLEM AVE.**  
  
(Street)  
  
**GLENVIEW, IL 60025**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ILLINOIS TOOL WORKS INC [ITW]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2015**

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Emeritus Director**

6. Individual or Joint/Group Reporting  
  
(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) | (A) or (D) | 5. Amount or Price | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|--|-----------------------------------|
| Common Stock                    | 11/29/2012                           | Â  | G5                             | 3,570   | D          | \$ 0 632,798       | I  | See Footnote (1)                  |
| Common Stock                    | 12/24/2012                           | Â  | G5                             | 32,653  | D          | \$ 0 600,145       | I  | See Footnote (1)                  |
| Common Stock                    | 12/09/2013                           | Â  | G5                             | 1,695   | D          | \$ 0 598,450       | I  | See Footnote (1)                  |

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|                 |            |   |    |     |   |      |                        |   |                        |
|-----------------|------------|---|----|-----|---|------|------------------------|---|------------------------|
| Common<br>Stock | 07/22/2014 | Â | G5 | 300 | D | \$ 0 | 601,692 <sup>(2)</sup> | I | See<br>Footnote<br>(1) |
|-----------------|------------|---|----|-----|---|------|------------------------|---|------------------------|

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 required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

  

|  | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|--|---------------------|--------------------|-------|--|
|  | (A)                 | (D)                |       |  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |         |                   |
|---|---------------|-----------|---------|-------------------|
|   | Director      | 10% Owner | Officer | Other             |
| SMITH HAROLD B<br>155 HARLEM AVE.<br>GLENVIEW, IL 60025 | Â             | Â         | Â       | Emeritus Director |

## Signatures

Harold B. Smith, by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact POA on File.

02/12/2016

\*\*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) These shares are held in a revocable trust created by reporting person.

(2) Indirect Ownership Total reflects a change from direct to indirect beneficial ownership of 3,542 shares on March 13, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.