

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



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