

ILLINOIS TOOL WORKS INC

Form 4

February 14, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'HERLIHY CHRISTOPHER A

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)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice Chairman

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)  
\_X\_ 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. 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)
Common Stock				(A) or (D)	15,483	D	
Common Stock				(A) or (D)	1,603	I	See Footnote (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.**

SEC 1474  
(9-02)

Edgar Filing: ILLINOIS TOOL WORKS INC - Form 4

**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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares of Common Stock
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(2)</sup>	Common Stock	22
Employee Stock Option	\$ 55.71					02/10/2013	Common Stock	43
Employee Stock Option	\$ 91.88					02/12/2017 <sup>(2)</sup>	Common Stock	37
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(2)</sup>	Common Stock	37
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(2)</sup>	Common Stock	29
Employee Stock Option	\$ 55.81					02/11/2012	Common Stock	30
Performance Restricted Stock Unit (granted 2/12/2016) <sup>(3)</sup>	\$ 0					<sup>(4)</sup>	Common Stock	8
Performance Restricted Stock Unit (granted 2/13/15) <sup>(3)</sup>	\$ 0					<sup>(4)</sup>	Common Stock	4
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(3)</sup>	\$ 0					<sup>(4)</sup>	Common Stock	5
Employee Stock Option	\$ 128	02/10/2017		A	48,453	02/10/2018 <sup>(2)</sup>	Common Stock	48
	\$ 0	02/10/2017		A	5,078	<sup>(4)</sup>		5

Performance  
Share Units  
(granted  
2/10/17)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 155 HARLEM AVENUE GLENVIEW, IL 60025			Vice Chairman	

## Signatures

Christopher A. O'Herlihy, by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact on File

02/14/2017

\_\_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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 10, 2017.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) 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.
- (4) Each PRSU and 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.

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.