

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 18, 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 \*  
 MARTEL ROLAND 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/13/2015

\_\_\_\_ 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	02/13/2015		M	6,462 A	\$ 0 <sup>(1)</sup> 27,591	D	
Common Stock	02/13/2015		F	2,954 D	\$ 97.05 24,637	D	

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
Performance Restricted Stock Unit granted 2/10/2012) <u>(1)</u>	\$ 0	02/13/2015		M		6,462		<u>(2)</u>	<u>(2)</u>	Common Stock
Employee Stock Option	\$ 98.26	02/13/2015		A		21,865		02/13/2016 <sup>(3)</sup>	02/13/2026	Common Stock
Performance Restricted Stock Unit (granted 2/13/15) <u>(1)</u>	\$ 0	02/13/2015		A		4,579		<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 78.59							02/14/2015 <sup>(3)</sup>	02/14/2024	Common Stock
Performance Restricted Stock Unit (granted 2/15/2013) <u>(1)</u>	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 63.25							02/15/2014 <sup>(3)</sup>	02/15/2023	Common Stock
Employee Stock Option	\$ 43.64							02/12/2011	02/12/2020	Common Stock
Employee Stock Option	\$ 55.81							02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 48.51							02/08/2009	02/08/2018	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014)	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock

