

ILLINOIS TOOL WORKS INC

Form 4

July 31, 2013

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 *
NAGARAJAN SUNDARAM

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)
07/29/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

ILLINOIS TOOL WORKS INC, 3600 WEST LAKE 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 60026

(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)
			Code	V	Amount or Price		
Common Stock	07/29/2013		M		2,452 A \$ 35.12	11,575	D
Common Stock	07/29/2013		S		2,452 D \$ 72 (1)	9,123	D
Common Stock	07/29/2013		M		5,595 A \$ 43.64	14,718	D
Common Stock	07/29/2013		S		5,595 D \$ 72.02 (2)	9,123	D
	07/29/2013		M		17,259 A	26,382	D

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Common Stock					\$ 55.81			
Common Stock	07/29/2013	S	17,259	D	\$ 72.03 (2)	9,123	D	
Common Stock	07/29/2013	M	11,093	A	\$ 55.71	20,216	D	
Common Stock	07/29/2013	S	11,093	D	\$ 72.03 (3)	9,123	D	
Common Stock						2,526	I	See Footnote (4)

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
Employee Stock Option	\$ 35.12	07/29/2013		M	2,452	02/13/2010 02/13/2019	Common Stock 2
Employee Stock Option	\$ 43.64	07/29/2013		M	5,595	02/12/2011 ⁽⁵⁾ 02/12/2020	Common Stock 5
Employee Stock Option	\$ 57.55					04/25/2013 02/01/2016	Common Stock 5
Employee Stock Option	\$ 55.81	07/29/2013		M	17,259	02/11/2012 ⁽⁵⁾ 02/11/2021	Common Stock 17
Performance Restricted Stock Unit (granted	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock 4

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(7) Each PRSU 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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