

ILLINOIS TOOL WORKS INC
Form 4
February 17, 2016

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 *
Larsen Michael 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)
ILLINOIS TOOL WORKS INC., 155 HARLEM AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CFO

GLENVIEW, IL 60025

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

(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)
Common Stock				(A) or (D)	14,000	D (1)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	8. An or Nu of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 98.26					02/13/2016 ⁽²⁾	02/13/2025	Common Stock	43
Performance Restricted Stock Unit (granted 2/13/15) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	9
Restricted Stock Unit (granted 9/16/2013) ⁽⁵⁾	\$ 0					<u>(6)</u>	<u>(6)</u>	Common Stock	13
Employee Stock Option	\$ 78.59					02/14/2015 ⁽²⁾	02/14/2024	Common Stock	55
Performance Restricted Stock Unit (granted 2/14/2014) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	10
Employee Stock Option	\$ 75.1					09/16/2014 ⁽²⁾	09/16/2023	Common Stock	69
Employee Stock Option	\$ 91.88	02/12/2016		A	44,955	02/12/2017 ⁽²⁾	02/12/2026	Common Stock	44
Performance Restricted Stock Unit (granted 2/12/2016) ⁽³⁾	\$ 0	02/12/2016		A	9,795	<u>(4)</u>	<u>(4)</u>	Common Stock	9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Larsen Michael M
ILLINOIS TOOL WORKS INC.
155 HARLEM AVENUE
GLENVIEW, IL 60025

SVP & CFO

Signatures

Michael M. Larsen by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-in-Fact, POA on File.

02/17/2016

__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) Held jointly with spouse.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each PRSU vests 100% three years from the date of grant if performance goals are met.
- (5) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
- (6) Each RSU vests 100% three years from the date of grant.

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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