

ILLINOIS TOOL WORKS INC  
Form 4  
February 16, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
ILLINOIS TOOL WORKS INC, 155 HARLEM AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2017

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

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/14/2017		M	5,725	A	\$ 0	21,208	D
Common Stock	02/14/2017		F	1,797	D	\$ 129.6	19,411	D
Common Stock							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

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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(2)</sup> 02/13/2025	Common Stock 22,000
Employee Stock Option	\$ 55.71					02/10/2013 02/10/2022	Common Stock 43,000
Employee Stock Option	\$ 91.88					02/12/2017 <sup>(2)</sup> 02/12/2026	Common Stock 37,000
Employee Stock Option	\$ 63.25					02/15/2014 02/15/2023	Common Stock 37,000
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(2)</sup> 02/14/2024	Common Stock 29,000
Employee Stock Option	\$ 55.81					02/11/2012 02/11/2021	Common Stock 36,000
Performance Restricted Stock Unit (granted 2/12/2016) <sup>(3)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 8,100
Performance Restricted Stock Unit (granted 2/13/15) <sup>(3)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 4,700
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(3)</sup>	\$ 0	02/14/2017		M	5,725	<sup>(5)</sup> <sup>(5)</sup>	Common Stock 5,725

