

ILLINOIS TOOL WORKS INC
 Form 4
 February 14, 2017

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 *
 Hartnett John R.

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)
 02/10/2017

____ 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) Code V Amount (D) Price			
Common Stock					8,899	D	

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.

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 (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)	Amount or Number of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Employee Stock Option	\$ 43.64					02/12/2011	02/12/2020	Common Stock	13
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock	13
Employee Stock Option	\$ 63.25					02/15/2014 ⁽¹⁾	02/15/2023	Common Stock	28
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock	11
Employee Stock Option	\$ 78.59					02/14/2015 ⁽¹⁾	02/14/2024	Common Stock	24
Employee Stock Option	\$ 91.88					02/12/2017 ⁽¹⁾	02/12/2026	Common Stock	19
Employee Stock Option	\$ 98.26					02/13/2016 ⁽¹⁾	02/13/2025	Common Stock	19
Performance Restricted Stock Unit (granted 2/12/2016) ⁽²⁾	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock	4
Performance Restricted Stock Unit (granted 2/13/15) ⁽²⁾	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock	4
Performance Restricted Stock Unit (granted 2/14/2014) ⁽²⁾	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock	4
Performance Share Units (granted 2/10/17) ⁽²⁾	\$ 0	02/10/2017		A	2,441	<u>(4)</u>	<u>(4)</u>	Common Stock	2

