

ILLINOIS TOOL WORKS INC
 Form 4
 August 21, 2012

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 *
 WARNER JANE L

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, 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/17/2012

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

GLENVIEW, IL 60026

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)
			Code	V	Amount or Price		
Common Stock	08/17/2012		M		15,000 A \$ 51.6	29,419	D
Common Stock	08/17/2012		S		15,000 D \$ 59.81	14,419	D
Common Stock	08/17/2012		M		60,000 A \$ 48.51	74,419	D
Common Stock	08/17/2012		S		60,000 D \$ 59.81	14,419	D

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Common Stock	08/17/2012	M	10,000	A	\$ 42.08	24,419	D
Common Stock	08/17/2012	S	10,000	D	\$ 59.81 <u>(1)</u>	14,419	D

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	Amount or Number of
Employee Stock Option	\$ 42.08	08/17/2012		M	10,000	12/07/2006	02/01/2016	Common Stock	10,000
Employee Stock Option	\$ 51.6	08/17/2012		M	15,000	02/09/2008	02/09/2017	Common Stock	15,000
Employee Stock Option	\$ 48.51	08/17/2012		M	60,000	02/08/2009	02/08/2018	Common Stock	60,000
Employee Stock Option	\$ 35.12					02/13/2010 ⁽²⁾	02/13/2019	Common Stock	60,000
Employee Stock Option	\$ 43.64					02/12/2011 ⁽²⁾	02/12/2020	Common Stock	64,000
Performance Restricted Stock Unit (granted 2/12/2010) ⁽³⁾	\$ 0					⁽⁴⁾	⁽⁴⁾	Common Stock	7,000
Employee Stock Option	\$ 55.81					02/11/2012 ⁽²⁾	02/11/2021	Common Stock	48,000
Performance Restricted	\$ 0					⁽⁴⁾	⁽⁴⁾	Common Stock	6,000

Stock Unit
(granted
2/11/2012)
(3)

Performance
Restricted
Stock Unit
(granted
2/10/2012)
(3)

Employee
Stock Option \$ 55.71

(4)	(4)	Common Stock	6
02/10/2013 ⁽²⁾	02/10/2022	Common Stock	52

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARNER JANE L ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	

Signatures

Jane L. Warner by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File	08/21/2012
__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).
 These transactions were executed in multiple trades at prices ranging from \$59.66 to \$59.91. The price reported above reflects the
 (1) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
 (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.