

NAGARAJAN SUNDARAM
Form 4
February 21, 2012

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)
02/13/2012

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/13/2012 | | M | | 1,896 A \$ 0 | 2,741 | D |
| Common Stock | 02/13/2012 | | F | | 597 D \$ 55.95 | 2,144 | D |
| Common Stock | 02/13/2012 | | M | | 2,152 A \$ 0 | 4,296 | D |
| Common Stock | 02/13/2012 | | F | | 736 D \$ 55.95 | 3,560 | D |
| Common Stock | | | | | | 2,342 | I See Footnote |

(1)

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 (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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option | \$ 47.13 | | | | | 12/10/2005 12/10/2014 | Common Stock | 8,000 |
| Employee Stock Option | \$ 42.08 | | | | | 12/07/2006 02/01/2016 | Common Stock | 8,000 |
| Employee Stock Option | \$ 51.6 | | | | | 02/09/2008 02/09/2017 | Common Stock | 10,000 |
| Employee Stock Option | \$ 48.51 | | | | | 02/08/2009 02/08/2018 | Common Stock | 10,000 |
| Employee Stock Option | \$ 35.12 | | | | | 02/13/2010 ⁽²⁾ 02/13/2019 | Common Stock | 13,000 |
| Restricted Stock Unit ⁽³⁾ | \$ 0 | 02/13/2012 | | M | 1,896 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 1,896 |
| Qualifying Restricted Stock Unit ⁽³⁾ | \$ 0 | 02/13/2012 | | M | 2,152 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 2,152 |
| Employee Stock Option | \$ 43.64 | | | | | 02/12/2011 ⁽²⁾ 02/12/2020 | Common Stock | 22,000 |
| Restricted Stock Unit ⁽³⁾ | \$ 0 | | | | | ⁽⁶⁾ ⁽⁶⁾ | Common Stock | 2,500 |
| Employee Stock Option | \$ 55.81 | | | | | 02/11/2012 ⁽²⁾ 02/11/2021 | Common Stock | 36,000 |
| Performance Restricted | \$ 0 | | | | | ⁽⁷⁾ ⁽⁷⁾ | Common Stock | 4,800 |

| | | | | |
|--|----------|---------------------------|------------|------------------|
| Stock Unit ⁽³⁾ | | | | |
| Performance Restricted Stock Unit ⁽³⁾ | \$ 0 | <u>(7)</u> | <u>(7)</u> | Common Stock 5,6 |
| Employee Stock Option | \$ 55.71 | 02/10/2013 ⁽²⁾ | 02/10/2022 | Common Stock 45, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NAGARAJAN SUNDARAM ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026 | | | Executive Vice President | |

Signatures

Sundaram Nagarajan by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File 02/21/2012

__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).
- (1) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of February 13, 2012.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU), qualifying restricted stock unit (QRSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) The RSU award became vested and payable on February 13, 2012.
- (5) The QRSU award became vested and payable on February 13, 2012.
- (6) Each RSU vests 100% three years from the date of grant.
- (7) Each QRSU and 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.