

ILLINOIS TOOL WORKS INC  
Form 4  
July 31, 2013

**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)  
07/29/2013

\_\_\_\_ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |
| Common Stock                    | 07/29/2013                           |                                                    | M                              |                                                                   | 2,452                                                                                         | A                                                        | \$ 35.12 11,575 D                 |
| Common Stock                    | 07/29/2013                           |                                                    | S                              |                                                                   | 2,452                                                                                         | D                                                        | \$ 72 (1) 9,123 D                 |
| Common Stock                    | 07/29/2013                           |                                                    | M                              |                                                                   | 5,595                                                                                         | A                                                        | \$ 43.64 14,718 D                 |
| Common Stock                    | 07/29/2013                           |                                                    | S                              |                                                                   | 5,595                                                                                         | D                                                        | \$ 72.02 (2) 9,123 D              |
|                                 | 07/29/2013                           |                                                    | M                              |                                                                   | 17,259                                                                                        | A                                                        | 26,382 D                          |

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|              |            |   |        |   |                 |        |   |                  |
|--------------|------------|---|--------|---|-----------------|--------|---|------------------|
| Common Stock |            |   |        |   | \$ 55.81        |        |   |                  |
| Common Stock | 07/29/2013 | S | 17,259 | D | \$ 72.03<br>(2) | 9,123  | D |                  |
| Common Stock | 07/29/2013 | M | 11,093 | A | \$ 55.71        | 20,216 | D |                  |
| Common Stock | 07/29/2013 | S | 11,093 | D | \$ 72.03<br>(3) | 9,123  | D |                  |
| Common Stock |            |   |        |   |                 | 2,526  | I | See Footnote (4) |

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                                                       |
| Employee Stock Option                      | \$ 35.12                                               | 07/29/2013                           |                                                    | M                              | 2,452                                                                                   | 02/13/2010 02/13/2019                                    | Common Stock 2                                              |
| Employee Stock Option                      | \$ 43.64                                               | 07/29/2013                           |                                                    | M                              | 5,595                                                                                   | 02/12/2011 <sup>(5)</sup> 02/12/2020                     | Common Stock 5                                              |
| Employee Stock Option                      | \$ 57.55                                               |                                      |                                                    |                                |                                                                                         | 04/25/2013 02/01/2016                                    | Common Stock 5                                              |
| Employee Stock Option                      | \$ 55.81                                               | 07/29/2013                           |                                                    | M                              | 17,259                                                                                  | 02/11/2012 <sup>(5)</sup> 02/11/2021                     | Common Stock 17                                             |
| Performance Restricted Stock Unit (granted | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | <sup>(7)</sup> <sup>(7)</sup>                            | Common Stock 4                                              |



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(7) 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.

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