

MARTINDALE STEVEN L

Form 4

February 20, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTINDALE STEVEN 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)
02/15/2013

____ Director ____ 10% Owner
__X__ 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)
__X__ 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 (A) or (D)	Price	
Common Stock	02/15/2013		M		7,122	A \$ 0	16,616 D
Common Stock	02/15/2013		F		2,361	D \$ 63.02	14,255 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying S (Instr. 3 and			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 51.6							02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51							02/08/2009	02/08/2018	Common Stock
Employee Stock Option	\$ 35.12							02/13/2010	02/13/2019	Common Stock
Employee Stock Option	\$ 43.64							02/12/2011 ⁽¹⁾	02/12/2020	Common Stock
Performance Restricted Stock Unit (granted 2/12/2010) ⁽²⁾	\$ 0	02/15/2013		M			7,122	⁽³⁾	⁽³⁾	Common Stock
Employee Stock Option	\$ 55.81							02/11/2012 ⁽¹⁾	02/11/2021	Common Stock
Performance Restricted Stock Unit (granted 2/11/2011) ⁽²⁾	\$ 0							⁽⁴⁾	⁽⁴⁾	Common Stock
Employee Stock Option	\$ 55.71							02/10/2013 ⁽¹⁾	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/10/2012) ⁽²⁾	\$ 0							⁽⁴⁾	⁽⁴⁾	Common Stock
Employee Stock Option	\$ 63.25	02/15/2013		A		42,387		02/14/2014 ⁽¹⁾	02/15/2023	Common Stock
Performance Restricted	\$ 0	02/15/2013		A		6,588		⁽⁴⁾	⁽⁴⁾	Common Stock

Stock Unit
(granted
2/15/2013)
(2)

Reporting Owners

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

Signatures

Steven L. Martindale by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

02/20/2013

 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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (3) The PRSU award became payable on February 15, 2013.
- (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.

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