

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 17, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 SANTI ERNEST SCOTT

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)  
 02/12/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/15/2016		M		35,573	A	\$ 0 <sup>(1)</sup>	90,563	D	
Common Stock	02/15/2016		F		14,662	D	\$ 91.88	75,901	D	
Common Stock								3,573	I	See Footnote <sup>(2)</sup>

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

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Restricted Stock Unit (granted 2/13/15) <sup>(1)</sup>	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(4)</sup>	02/15/2023	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(4)</sup>	02/14/2024	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(1)</sup>	\$ 0					<u>(3)</u>	<u>(3)</u>	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011	02/12/2020	Common Stock
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(4)</sup>	02/13/2025	Common Stock
Performance Restricted Stock Unit (granted 2/15/2013) <sup>(1)</sup>	\$ 0	02/15/2016		M	35,573	<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option	\$ 91.88	02/12/2016		A	199,800	02/12/2017 <sup>(4)</sup>	02/12/2026	Common Stock

