

GREEN MARIA C  
Form 4  
February 20, 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 \*  
GREEN MARIA C

2. Issuer Name and Ticker or Trading Symbol  
ILLINOIS TOOL WORKS INC [ITW]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. VP, General Counsel & Secy

(Last) (First) (Middle)  
ILLINOIS TOOL WORKS  
INC., 3600 WEST LAKE AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 11,809  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 343   | I  | See Footnote (1)                  |

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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of |
| Employee Stock Option  | \$ 47.13   |                                      |  |                                |   | 12/10/2005   | 12/10/2014  | Common Stock                                 | 13                  |
| Employee Stock Option  | \$ 42.08   |                                      |  |                                |   | 12/07/2006   | 02/01/2016  | Common Stock                                 | 13                  |
| Employee Stock Option  | \$ 51.6  |                                      |  |                                |   | 02/09/2008   | 02/09/2017  | Common Stock                                 | 7                   |
| Employee Stock Option  | \$ 48.51   |                                      |  |                                |   | 02/08/2009   | 02/08/2018  | Common Stock                                 | 7                   |
| Employee Stock Option  | \$ 55.81   |                                      |  |                                |   | 02/11/2012 <sup>(2)</sup>                                | 02/11/2021  | Common Stock                                 | 10                  |
| Restricted Stock Unit (granted 2/11/2011) <sup>(3)</sup>             | \$ 0   |                                      |  |                                |   | <u>(4)</u>   | <u>(4)</u>  | Common Stock                                 | 1                   |
| Employee Stock Option  | \$ 55.71   |                                      |  |                                |   | 02/10/2013 <sup>(2)</sup>                                | 02/10/2022  | Common Stock                                 | 43                  |
| Performance Restricted Stock Unit (granted 2/10/2012) <sup>(3)</sup> | \$ 0   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                                 | 5                   |
| Employee Stock Option  | \$ 63.25   | 02/15/2013                           |  | A                              | 33,910  | 02/15/2014 <sup>(2)</sup>                                | 02/15/2023  | Common Stock                                 | 33                  |
| Performance Restricted Stock Unit (granted 2/15/2013) <sup>(3)</sup> | \$ 0   | 02/15/2013                           |  | A                              | 5,270   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                                 | 5                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| GREEN MARIA C<br>ILLINOIS TOOL WORKS INC.<br>3600 WEST LAKE AVENUE<br>GLENVIEW, IL 60026 |               |           | Sr. VP, General Counsel & Secy |       |

## Signatures

/s/ Maria C. Green, Senior Vice President, General Counsel & Secretary

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) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan as of February 15, 2013.
- (2) Options vest in four (4) equal annual installments beginning one year from the date of grant.
- (3) Each restricted stock unit (RSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each RSU vests 100% three years from the date of grant.
- (5) 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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