

MARTEL ROLAND M
Form 4
February 20, 2013

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
MARTEL ROLAND M

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
 Officer (give title below) _____ Other (specify below)
Executive Vice President

(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) Code V Amount (D) Price			
Common Stock	02/15/2013		M	7,122 A \$ 0	20,315 ⁽¹⁾	D	
Common Stock	02/15/2013		F	2,338 D \$ 63.02	17,977 ⁽¹⁾	D	
Common Stock					8,656	I	See Footnote ⁽²⁾

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

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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 Security (Instr. 3 and 4)
				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 ⁽³⁾ 02/12/2020	Common Stock
Performance Restricted Stock Unit (granted 2/12/2010) ⁽⁴⁾	\$ 0	02/15/2013		M	7,122	<u>(5)</u> <u>(5)</u>	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012 ⁽³⁾ 02/11/2021	Common Stock
Performance Restricted Stock Unit (granted 2/11/2011) ⁽⁴⁾	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013 ⁽³⁾ 02/10/2022	Common Stock
Performance Restricted Stock Unit granted 2/10/2012) ⁽⁴⁾	\$ 0					<u>(6)</u> <u>(6)</u>	Common Stock
	\$ 63.25	02/15/2013		A	42,387	02/15/2014 ⁽³⁾ 02/15/2023	

Employee Stock Option								Common Stock
Performance Restricted Stock Unit (granted 2/15/2013) (4)	\$ 0	02/15/2013		A	6,588	(6)	(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTEL ROLAND M ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Executive Vice President	
Roland M. Martel 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) Includes 2 shares acquired under a dividend reinvestment plan and reflects a reduction of 442 shares, the amount previously overstated from the reporting person's dividend reinvestment plan account.
- (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan-Information reported as of February 15, 2013.
- (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (4) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (5) The PRSU award became payable on February 15, 2013.
- (6) 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. 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.