

Schlitz Lei Zhang
Form 4
February 20, 2018

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 *
Schlitz Lei Zhang

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)

155 HARLEM AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President

GLENVIEW, IL 60025

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock | | | | | 1,947 | D | |
| Common Stock | | | | | 4,090 | 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) | Amount or Number of |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option | \$ 78.59 | | | | | 02/14/2015 02/14/2024 | Common Stock | 8 |
| Employee Stock Option | \$ 91.88 | | | | | 02/12/2017 ⁽²⁾ 02/12/2026 | Common Stock | 13 |
| Employee Stock Option | \$ 63.25 | | | | | 02/15/2014 02/15/2023 | Common Stock | 13 |
| Employee Stock Option | \$ 98.26 | | | | | 02/13/2016 ⁽²⁾ 02/13/2025 | Common Stock | 6 |
| Employee Stock Option | \$ 128 | | | | | 02/10/2018 ⁽²⁾ 02/10/2027 | Common Stock | 18 |
| Performance Restricted Stock Unit (granted 2/12/2016) ⁽³⁾ | \$ 0 | | | | | <u>(4)</u> <u>(4)</u> | Common Stock | 2 |
| Performance Share Units (granted 2/10/17) ⁽³⁾ ⁽⁵⁾ | \$ 0 | | | | | <u>(4)</u> <u>(4)</u> | Common Stock | 1 |
| Employee Stock Option | \$ 163.36 | 02/15/2018 | | A | 13,693 | 02/15/2019 ⁽²⁾ 02/15/2028 | Common Stock | 13 |
| Performance Share Units (granted 2/15/18) ⁽³⁾ ⁽⁵⁾ | \$ 0 | 02/15/2018 | | A | 1,606 | <u>(4)</u> <u>(4)</u> | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

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Director 10% Owner Officer Other

Schlitz Lei Zhang
155 HARLEM AVE.
GLENVIEW, IL 60025

Executive Vice President

Signatures

Lei Zhang Schlitz, by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact on File

02/20/2018

__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--Information reported as of February 15, 2018.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each restricted stock unit (RSU), performance restricted stock unit (PRSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (4) Each PRSU and PSU vests 100% three years from date of grant if performance goals are met.
- (5) PSUs accrue dividends in shares of common stock, subject to fulfillment of vesting period and performance goals; the PSUs shown include dividend equivalents, if any, accrued to date.

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.