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O'HERLIHY CHRISTOPHER A

Form 4

February 20, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

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obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * O'HERLIHY CHRISTOPHER A

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

(Check all applicable)

Vice Chairman

5. Relationship of Reporting Person(s) to

[ITW]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Issuer

10% Owner Other (specify

(Month/Day/Year)

Director X_ Officer (give title below)

ILLINOIS TOOL WORKS INC, 155 02/15/2019 HARLEM AVENUE

(Street)

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

GLENVIEW, IL 60025

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	02/15/2019		M	8,162	A	\$ 0	30,918	D	
Common Stock	02/15/2019		F	2,545	D	\$ 138.64	28,373	D	
Common Stock							1,673	I	See Footnote (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and		
				Code V	J	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 98.26							02/13/2016	02/13/2025	Common Stock
Employee Stock Option	\$ 55.71							02/10/2013	02/10/2022	Common Stock
Employee Stock Option	\$ 91.88							02/12/2017(2)	02/12/2026	Common Stock
Employee Stock Option	\$ 63.25							02/15/2014	02/15/2023	Common Stock
Employee Stock Option	\$ 78.59							02/14/2015	02/14/2024	Common Stock
Performance Restricted Stock Unit (granted 2/12/2016)	\$ 0	02/15/2019		M			8,162	<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 128							02/10/2018(2)	02/10/2027	Common Stock
Performance Share Units (granted 2/10/17) (3) (5)	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option	\$ 163.36							02/15/2019(2)	02/15/2028	Common Stock
Performance Share Units (granted 2/15/18) (3) (5)	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock

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Performance Share Units (granted 2/15/19) (3) (5)	\$ 0	02/15/2019	A	5,200	<u>(6)</u>	<u>(6)</u>	Common Stock
Employee Stock Option	\$ 144.21	02/15/2019	A	43,655	02/15/2020(2)	02/15/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 155 HARLEM AVENUE GLENVIEW, IL 60025

Vice Chairman

Signatures

Christopher A. O'Herlihy, by Janet O. Love, Deputy General Counsel & Assistant Secretary, Attorney-In-Fact on File

02/20/2019

**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, 2019.
- (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (3) Each 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) The PRSU award became vested and payable on February 15, 2019.
- (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.
- (6) Each PSU 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.

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