

ILLINOIS TOOL WORKS INC  
Form 4  
August 21, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
WARNER JANE L

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)  
08/17/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

ILLINOIS TOOL WORKS INC, 3600 WEST LAKE 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 60026

(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	08/17/2012		M	15,000	A \$ 51.6	29,419	D
Common Stock	08/17/2012		S	15,000	D \$ 59.81	14,419	D
Common Stock	08/17/2012		M	60,000	A \$ 48.51	74,419	D
Common Stock	08/17/2012		S	60,000	D \$ 59.81	14,419	D

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Common Stock	08/17/2012	M	10,000	A	\$ 42.08	24,419	D
Common Stock	08/17/2012	S	10,000	D	\$ 59.81 <u>(1)</u>	14,419	D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 42.08	08/17/2012		M	10,000	12/07/2006 02/01/2016	Common Stock 10
Employee Stock Option	\$ 51.6	08/17/2012		M	15,000	02/09/2008 02/09/2017	Common Stock 15
Employee Stock Option	\$ 48.51	08/17/2012		M	60,000	02/08/2009 02/08/2018	Common Stock 60
Employee Stock Option	\$ 35.12					02/13/2010 <sup>(2)</sup> 02/13/2019	Common Stock 60
Employee Stock Option	\$ 43.64					02/12/2011 <sup>(2)</sup> 02/12/2020	Common Stock 64
Performance Restricted Stock Unit (granted 2/12/2010) <sup>(3)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 7
Employee Stock Option	\$ 55.81					02/11/2012 <sup>(2)</sup> 02/11/2021	Common Stock 48
Performance Restricted	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 6

