

ILLINOIS TOOL WORKS INC
 Form 4
 November 18, 2016

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 *
 Parry David 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)

(Last) (First) (Middle)
 ILLINOIS TOOL WORKS INC., 155 HARLEM AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/16/2016

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice Chairman

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 (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/16/2016		M			31,037	A	\$ 55.81	31,621	D	
Common Stock	11/16/2016		S			30,837	D	\$ 124.25 (1)	784	D	
Common Stock	11/16/2016		S			200	D	\$ 125.03 (2)	584	D	
Common Stock									1,197	I	See Footnote

(3)

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

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(9-02)

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. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num Sh
Employee Stock Option	\$ 55.81	11/16/2016		M	31,037	02/11/2012	02/11/2021	Common Stock	3
Employee Stock Option	\$ 98.26					02/13/2016 ⁽⁴⁾	02/13/2025	Common Stock	4
Employee Stock Option	\$ 91.88					02/12/2017 ⁽⁴⁾	02/12/2026	Common Stock	4
Employee Stock Option	\$ 78.59					02/14/2015 ⁽⁴⁾	02/14/2024	Common Stock	6
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock	10
Employee Stock Option	\$ 63.25					02/15/2014 ⁽⁴⁾	02/15/2023	Common Stock	10
Performance Restricted Stock Unit (granted 2/12/2016) ⁽⁵⁾	\$ 0					⁽⁶⁾	⁽⁶⁾	Common Stock	1
Performance Restricted Stock Unit (granted 2/13/15) ⁽⁵⁾	\$ 0					⁽⁶⁾	⁽⁶⁾	Common Stock	1
Performance Restricted	\$ 0					⁽⁶⁾	⁽⁶⁾	Common Stock	1

Stock Unit
 (granted
 2/14/2014)
(5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parry David C ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			Vice Chairman	

Signatures

David C. Parry by Janet O. Love, Deputy General Counsel & Assistant Secretary,
 Attorney-In-Fact POA on File

11/18/2016

__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) This transaction was executed in multiple trades at prices ranging from \$123.90 to \$124.86. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transactions described in footnotes (1) and (2) of this Form 4 were effected.

(2) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.93 to \$125.12, inclusive.

(3) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of November 16, 2016.

(4) Options vest in four (4) equal annual installments beginning one year from date of grant.

(5) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

(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.

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