

NAGARAJAN SUNDARAM
Form 4
January 30, 2018

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 *
NAGARAJAN SUNDARAM

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)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Executive Vice President

ILLINOIS TOOL WORKS INC, 155 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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	01/26/2018		M	18,650	A \$ 63.25	42,497	D
Common Stock	01/26/2018		S	18,650	D \$ 178	23,847	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 98.26					02/13/2016 ⁽¹⁾ 02/13/2025	Common Stock 21
Employee Stock Option	\$ 78.59					02/14/2015 ⁽¹⁾ 02/14/2024	Common Stock 27
Employee Stock Option	\$ 63.25	01/26/2018		M	18,650	02/15/2014 02/15/2023	Common Stock 18
Employee Stock Option	\$ 91.88					02/12/2017 ⁽¹⁾ 02/12/2026	Common Stock 22
Employee Stock Option	\$ 128					02/10/2018 ⁽¹⁾ 02/10/2027	Common Stock 20
Performance Restricted Stock Unit (granted 2/12/2016) ⁽²⁾	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 4
Performance Restricted Stock Unit (granted 2/13/15) ⁽²⁾	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 4
Performance Share Units (granted 2/10/17) ⁽²⁾	\$ 0					⁽³⁾ ⁽³⁾	Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NAGARAJAN SUNDARAM ILLINOIS TOOL WORKS INC			Executive Vice President	

155 HARLEM AVENUE
GLENVIEW, IL 60026

Signatures

Sundaram Nagarajan by Janet O. Love, Deputy General Counsel & Assistant Secretary,
Attorney-In-Fact POA on File

01/30/2018

__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) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (2) 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.
- (3) Each PRSU and PSU vests 100% three years from the date of grant if performance goals are met. In addition, PSU amounts above include accrued dividend equivalent rights payable upon vesting.

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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