

ILLINOIS TOOL WORKS INC  
 Form 4  
 February 17, 2016

**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 \*  
 SCHEUNEMAN RANDALL J

(Last) (First) (Middle)

ILLINOIS TOOL WORKS  
 INC., 155 HARLEM AVENUE

(Street)

GLENVIEW, IL 60025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ILLINOIS TOOL WORKS INC  
 [ITW]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**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		
				Code V	Amount		
Common Stock	02/15/2016		M	1,502 A	\$ 0 <sup>(1)</sup>	4,656	D
Common Stock	02/15/2016		F	506 D	\$ 91.88	4,150	D

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

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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(2)</sup> 02/13/2025	Common Stock
Restricted Stock Unit (granted 02/13/15) <sup>(1)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013 02/10/2022	Common Stock
Employee Stock Option	\$ 43.64					02/12/2011 02/12/2020	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(2)</sup> 02/14/2024	Common Stock
Restricted Stock Unit (granted 2/15/2013) <sup>(1)</sup>	\$ 0	02/15/2016		M	1,502	<sup>(4)</sup> <sup>(4)</sup>	Common Stock
Restricted Stock Unit (granted 02/14/2014) <sup>(1)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014 <sup>(2)</sup> 02/15/2023	Common Stock
Employee Stock Option	\$ 55.81					02/11/2012 02/11/2021	Common Stock
Employee Stock Option	\$ 91.88	02/12/2016		A	5,827	02/12/2017 <sup>(2)</sup> 02/12/2026	Common Stock

