O'HERLIHY CHRISTOPHER A

Form 4

December 12, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Add O'HERLIHY	*	_	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) ILLINOIS TO INC, 3600 W			3. Date of Earliest Transaction (Month/Day/Year) 12/10/2012	Director 10% Owner Officer (give title Other (specify below) Executive Vice President
GLENVIEW,	(Street) IL 60026		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

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly 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. Securitin(A) or Dis (Instr. 3, 4)	sposed	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	12/10/2012		M	8,000	A	\$ 51.6	10,919	D	

		Code V	Amount	or (D)	Price	(Instr. 3 and 4)	
Common Stock	12/10/2012	M	8,000	A	\$ 51.6	10,919	D
Common Stock	12/10/2012	S	8,000	D	\$ 62.17 (1)	2,919	D
Common Stock	12/10/2012	M	12,000	A	\$ 48.51	14,919	D
Common Stock	12/10/2012	S	12,000	D	\$ 62.16 (2)	2,919	D

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Common Stock	12/10/2012	M	4,000	A	\$ 47.13	6,919	D	
Common Stock	12/10/2012	S	4,000	D	\$ 62.18	2,919	D	
Common Stock						1,476	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. Transacti Code (Instr. 8)	Second Second On (I	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Exp Securities (Mo Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and A	Secu
				Code V	I (1	A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of		
Employee Stock Option	\$ 47.13	12/10/2012		M			4,000	12/10/2005	12/10/2014	Common Stock	4		
Employee Stock Option	\$ 51.6	12/10/2012		M			8,000	02/09/2008	02/09/2017	Common Stock	8		
Employee Stock Option	\$ 48.51	12/10/2012		M			12,000	02/08/2009	02/08/2018	Common Stock	12		
Employee Stock Option	\$ 35.12							02/13/2010(4)	02/13/2019	Common Stock	13		
Employee Stock Option	\$ 43.64							02/12/2011(4)	02/12/2020	Common Stock	22		
Restricted Stock Unit (granted 2/12/2010)	\$ 0							<u>(6)</u>	<u>(6)</u>	Common Stock	2		
Employee Stock Option	\$ 55.81							02/11/2012(4)	02/11/2021	Common Stock	36		
	\$ 0							<u>(7)</u>	<u>(7)</u>		4		

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Performance Restricted Stock Unit (granted 2/11/2011)				Common Stock	
Employee Stock Option	\$ 55.71	02/10/2013(4) 0	02/10/2022	Common Stock	43
Performance Restricted Stock Unit (granted 2/10/2012)	\$ 0	<u>(7)</u>	<u>(7)</u>	Common Stock	5

Deletionshir

Reporting Owners

Reporting Owner Name / Address			Keiationships	
	Director	10% Owner	Officer	Other

O'HERLIHY CHRISTOPHER A ILLINOIS TOOL WORKS INC 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Executive Vice President

Signatures

Christopher A. O'Herlihy, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File

12/12/2012

**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).
- This transaction was executed in multiple trades at prices ranging from \$62.17 to \$62.18. The price reported above reflects the weighted (1) 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 transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$62.16 to \$62.18. 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 transaction was effected.
- (3) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of December 10, 2012.
- (4) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (5) Each restricted stock unit (RSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
- (6) Each RSU vests 100% three years from the date of grant.
- (7) 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.

Reporting Owners 3

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