

SCHEUNEMAN RANDALL J

Form 4

February 15, 2018

**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  
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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHEUNEMAN RANDALL J

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)  
02/13/2018

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

GLENVIEW, IL 60025

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)

**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 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)
Common Stock	02/13/2018		M	1,136	A \$ 0	6,161	D
Common Stock	02/13/2018		F	357	D \$ 161.85	5,804	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  
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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 Amount or Number of Shares
Employee Stock Option	\$ 55.71					02/10/2013 02/10/2022	Common Stock 11,000
Employee Stock Option	\$ 91.88					02/12/2017 <sup>(1)</sup> 02/12/2026	Common Stock 5,800
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(1)</sup> 02/13/2026	Common Stock 5,400
Employee Stock Option	\$ 78.59					02/14/2015 02/14/2024	Common Stock 6,800
Employee Stock Option	\$ 63.25					02/15/2014 02/15/2023	Common Stock 9,600
Employee Stock Option	\$ 55.81					02/11/2012 02/11/2021	Common Stock 14,000
Restricted Stock Unit (granted 02/13/15) <sup>(2)</sup>	\$ 0	02/13/2018		M	1,136	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 1,136
Restricted Stock Unit (granted 2/12/2016) <sup>(2)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock 1,200
Employee Stock Option	\$ 128					02/10/2018 <sup>(1)</sup> 02/10/2027	Common Stock 6,800
Performance Share Units (granted 2/10/17) <sup>(2)</sup>	\$ 0					<sup>(5)</sup> <sup>(5)</sup>	Common Stock 7,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

## Edgar Filing: SCHEUNEMAN RANDALL J - Form 4

Director   10% Owner   Officer

Other

SCHEUNEMAN RANDALL J  
ILLINOIS TOOL WORKS INC.  
155 HARLEM AVENUE  
GLENVIEW, IL 60025

VP & Chief Accounting Officer

## Signatures

Randall J. Scheuneman by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact POA on File

02/15/2018

\_\_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 restricted stock unit (RSU) and performance share unit (PSU) represents a contingent right to receive one share of the Company's common stock.
- (3) The RSU award became vested and payable on February 13, 2018.
- (4) Each RSU vests 100% three years from the date of grant.
- (5) Each 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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