

ILLINOIS TOOL WORKS INC

Form 4

February 16, 2017

**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 \*  
MARTEL ROLAND M

(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)  
02/14/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	02/14/2017		M	5,725	A \$ 0	30,221	D
Common Stock	02/14/2017		F	1,799	D \$ 129.6	28,422	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(1)</sup> 02/14/2024	Common Stock 29,
Employee Stock Option	\$ 63.25					02/15/2014 02/15/2023	Common Stock 42,
Employee Stock Option	\$ 43.64					02/12/2011 02/12/2020	Common Stock 64,
Employee Stock Option	\$ 55.81					02/11/2012 02/11/2021	Common Stock 48,
Employee Stock Option	\$ 55.71					02/10/2013 02/10/2022	Common Stock 52,
Employee Stock Option	\$ 91.88					02/12/2017 <sup>(1)</sup> 02/12/2026	Common Stock 22,
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(1)</sup> 02/13/2025	Common Stock 21,
Performance Restricted Stock Unit (granted 2/12/2016) <sup>(2)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 4,8
Performance Restricted Stock Unit (granted 2/13/15) <sup>(2)</sup>	\$ 0					<sup>(3)</sup> <sup>(3)</sup>	Common Stock 4,5
Performance Restricted Stock Unit (granted 2/14/2014) <sup>(2)</sup>	\$ 0	02/14/2017		M	5,725	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 5,7

Employee Stock Option	\$ 128	02/10/2018 <sup>(1)</sup>	02/10/2027	Common Stock	25,
Performance Share Units (granted 2/10/17) <sup>(2)</sup>	\$ 0	<u>(3)</u>	<u>(3)</u>	Common Stock	2,6

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTEL ROLAND M ILLINOIS TOOL WORKS INC. 155 HARLEM AVENUE GLENVIEW, IL 60025			Executive Vice President	

## Signatures

Roland M. Martel by Janet O. Love, Deputy General Counsel & Assistant Secretary,  
Attorney-In-Fact POA on File

02/16/2017

                    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 date of grant if performance goals are met.
- (4) The PRSU award became vested and payable on February 14, 2017.

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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