

O'HERLIHY CHRISTOPHER A
 Form 4
 December 12, 2012

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 *
 O'HERLIHY CHRISTOPHER A

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)
 12/10/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

ILLINOIS TOOL WORKS
 INC, 3600 WEST LAKE AVENUE
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
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	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	2,919	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 <u>(3)</u>

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. 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
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) ⁽⁵⁾	\$ 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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