

ILLINOIS TOOL WORKS INC  
 Form 4  
 July 30, 2013

**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 \*  
 NAGARAJAN SUNDARAM

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)  
 07/26/2013

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ 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	07/26/2013		M		800 A \$ 35.12	9,923	D
Common Stock	07/26/2013		S		800 D \$ 72	9,123	D
Common Stock	07/26/2013		M		140 A \$ 43.64	9,263	D
Common Stock	07/26/2013		S		140 D \$ 72	9,123	D
Common Stock	07/26/2013		M		974 A \$ 55.81	10,097	D

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Common Stock	07/26/2013	S	974	D	\$ 72	9,123	D	
Common Stock	07/26/2013	M	340	A	\$ 55.71	9,463	D	
Common Stock	07/26/2013	S	340	D	\$ 72	9,123	D	
Common Stock						2,526	I	See Footnote (1)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 35.12	07/26/2013		M	800	02/13/2010 02/13/2019	Common Stock	800
Employee Stock Option	\$ 43.64	07/26/2013		M	140	02/12/2011 <sup>(2)</sup> 02/12/2020	Common Stock	140
Employee Stock Option	\$ 57.55					04/25/2013 02/01/2016	Common Stock	5,27
Employee Stock Option	\$ 55.81	07/26/2013		M	974	02/11/2012 <sup>(2)</sup> 02/11/2021	Common Stock	974
Performance Restricted Stock Unit (granted 02/11/11) <sup>(3)</sup>	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock	4,83
Performance Restricted	\$ 0					<sup>(4)</sup> <sup>(4)</sup>	Common Stock	5,65

