

ILLINOIS TOOL WORKS INC  
 Form 4  
 May 15, 2017

**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 \*  
 SANTI ERNEST SCOTT

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)  
 05/11/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

ILLINOIS TOOL WORKS INC., 155 HARLEM 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 60025

(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 Indirect Ownership (Instr. 4)
Common Stock	05/11/2017		M	A	\$ 55.81 191,142	D	
Common Stock	05/11/2017		S	D	\$ 138.03 89,945	D	
Common Stock	05/12/2017		M	A	\$ 55.81 90,045	D	
Common Stock	05/12/2017		S	D	\$ 138 89,945	D	
					3,650	I	

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Common  
Stock

See  
Footnote  
(2)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 98.26					02/13/2016 <sup>(3)</sup>	02/13/2025	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015 <sup>(3)</sup>	02/14/2024	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014	02/15/2023	Common Stock
Employee Stock Option	\$ 91.88					02/12/2017 <sup>(3)</sup>	02/12/2026	Common Stock
Employee Stock Option	\$ 55.81	05/11/2017		M	101,197	02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 55.81	05/12/2017		M	100	02/11/2012	02/11/2021	Common Stock
Employee Stock Option	\$ 55.71					02/10/2013	02/10/2022	Common Stock
Performance Restricted Stock Unit (granted 2/12/2016) <sup>(4)</sup>	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock
Performance Restricted Stock Unit (granted	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock

