

Hartnett John R.
Form 4
October 29, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hartnett John R.

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)
10/25/2012

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

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVE.

(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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/25/2012		M		9,500	A	\$ 35.12 12,257 D
Common Stock	10/25/2012		S		9,500	D	\$ 60.42 2,757 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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	6,000
Employee Stock Option	\$ 42.08					02/01/2007	02/01/2016	Common Stock	6,000
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock	8,000
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	15,000
Employee Stock Option	\$ 35.12	10/25/2012		M	9,500	02/13/2010 ⁽²⁾	02/13/2019	Common Stock	9,500
Employee Stock Option	\$ 43.64					02/12/2011 ⁽²⁾	02/12/2020	Common Stock	13,800
Employee Stock Option	\$ 55.81					02/11/2012 ⁽²⁾	02/11/2021	Common Stock	11,700
Employee Stock Option	\$ 55.71					02/10/2013 ⁽²⁾	02/10/2022	Common Stock	13,000
Restricted Stock Unit (granted 02/10/2012) ⁽³⁾	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	1,500
Restricted Stock Unit (granted	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	1,500

02/11/2011)

(3)

Restricted
Stock Unit

(granted \$ 0

(4)

(4)

Common
Stock

1,6

02/10/2012)

(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartnett John R. ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVE. GLENVIEW, IL 60026			Executive Vice President	

Signatures

John R. Hartnett by Maria C. Green, Senior Vice President, General Counsel & Secretary,
Attorney-in-Fact, POA on File

10/29/2012

 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).

- This transaction was executed in multiple trades at prices ranging from \$60.28 to \$60.60. The price reported above reflects the weighted
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Illinois Tool Works Inc. or a shareholder of Illinois Tool Works Inc. full information regarding the number of shares and prices at which the transaction was effected.
 - (2) Options vest in four (4) equal annual installments beginning one year from date of grant.
 - (3) Each restricted stock unit (RSU) represents a contingent right to receive one share of the Company's common stock.
 - (4) Each RSU vests 100% three years from the date of grant.

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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