

MARTEL ROLAND M
Form 4
November 06, 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 *
MARTEL ROLAND M

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)
11/02/2012

____ 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	11/02/2012		M		18,000 A \$ 47.13	31,633 ⁽¹⁾	D
Common Stock	11/02/2012		S		18,000 D \$ 62.37 ⁽²⁾	13,633 ⁽¹⁾	D
Common Stock	11/02/2012		M		18,700 A \$ 42.08	32,333 ⁽¹⁾	D
Common Stock	11/02/2012		S		18,700 D \$ 62.38 ⁽³⁾	13,633 ⁽¹⁾	D

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Common Stock	8,607	I	See Footnote (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of
Employee Stock Option	\$ 47.13	11/02/2012		M	18,000	12/10/2005 12/10/2014	Common Stock 18
Employee Stock Option	\$ 42.08	11/02/2012		M	18,700	12/07/2006 02/01/2016	Common Stock 18
Employee Stock Option	\$ 51.6					02/09/2008 02/09/2017	Common Stock 60
Employee Stock Option	\$ 48.51					02/08/2009 02/08/2018	Common Stock 70
Employee Stock Option	\$ 35.12					02/13/2010 ⁽⁵⁾ 02/13/2019	Common Stock 60
Employee Stock Option	\$ 43.64					02/12/2011 ⁽⁵⁾ 02/12/2020	Common Stock 64
Performance Restricted Stock Unit (granted 2/12/2010) ⁽⁶⁾	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock 7
Employee Stock Option	\$ 55.81					02/11/2012 ⁽⁵⁾ 02/11/2021	Common Stock 48
Performance Restricted	\$ 0					⁽⁷⁾ ⁽⁷⁾	Common Stock 6

