

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 | (A) or (D) | Price |
| Common Stock | 12/10/2012 | | M | | 8,000 | A | \$ 51.6 10,919 |
| Common Stock | 12/10/2012 | | S | | 8,000 | D | \$ 62.17 2,919 (1) |
| Common Stock | 12/10/2012 | | M | | 12,000 | A | \$ 48.51 14,919 |
| Common Stock | 12/10/2012 | | S | | 12,000 | D | \$ 62.16 2,919 (2) |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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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