

O'HERLIHY CHRISTOPHER A
Form 4
March 15, 2019

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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chairman

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	03/13/2019		M	43,554 A \$ 55.71	71,927	D	
Common Stock	03/13/2019		S	43,554 D \$ 145.79	28,373	D	
Common Stock					1,673	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option	\$ 98.26					02/13/2016 02/13/2025	Common Stock
Employee Stock Option	\$ 55.71	03/13/2019		M	43,554	02/10/2013 02/10/2022	Common Stock
Employee Stock Option	\$ 91.88					02/12/2017 ⁽²⁾ 02/12/2026	Common Stock
Employee Stock Option	\$ 63.25					02/15/2014 02/15/2023	Common Stock
Employee Stock Option	\$ 78.59					02/14/2015 02/14/2024	Common Stock
Employee Stock Option	\$ 128					02/10/2018 ⁽²⁾ 02/10/2027	Common Stock
Employee Stock Option	\$ 163.36					02/15/2019 ⁽²⁾ 02/15/2028	Common Stock
Employee Stock Option	\$ 144.21					02/15/2020 ⁽²⁾ 02/15/2029	Common Stock
Performance Share Units (granted 2/10/17) ⁽³⁾ <u>(4)</u>	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock
Performance Share Units (granted 2/15/18) ⁽³⁾ <u>(4)</u>	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock
Performance Share Units (granted	\$ 0					<u>(5)</u> <u>(5)</u>	Common Stock

