O'HERLIHY CHRISTOPHER A
Form 4
February 14, 2013

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

(Last) (First) (Middle)

ILLINOIS TOOL WORKS INC, 3600 WEST LAKE AVENUE

(Street)

GLENVIEW, IL 60026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ILLINOIS TOOL WORKS INC [ITW]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Stock	02/12/2013		M		2,521	A	$ 0	5,440	D	
Common Stock	02/12/2013		F		872	D	$ 63.02	4,568	D	
Common Stock								1,484	I	See Footnote (1)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Employee Stock Option	$ 35.12							02/13/2010(2)	02/13/2019	Common Stock	13,
Employee Stock Option	$ 43.64							02/12/2011(2)	02/12/2020	Common Stock	22,
Restricted Stock Unit (granted 2/12/2010) (3)	$ 0	02/12/2013		M			2,521	(4)	(4)	Common Stock	2,5
Employee Stock Option	$ 55.81							02/11/2012(2)	02/11/2021	Common Stock	36,
Performance Restricted Stock Unit (granted 2/11/2011) (3)	$ 0							(5)	(5)	Common Stock	4,8
Employee Stock Option	$ 55.71							02/10/2013(2)	02/10/2022	Common Stock	43,
Performance Restricted Stock Unit (granted 2/10/2012) (3)	$ 0							(5)	(5)	Common Stock	5,3

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

O'HERLIHY CHRISTOPHER A
ILLINOIS TOOL WORKS INC
3600 WEST LAKE AVENUE
GLENVIEW, IL 60026

Executive Vice President

Signatures

Christopher A. O'Herlihy, by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact on File — 02/14/2013

**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).

(1) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of February 12, 2013.

(2) Options vest in four (4) equal annual installments beginning one year from date of grant.

(3) Each restricted stock unit (RSU) and performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.

(4) The RSU award became vested and payable on February 12, 2013.

(5) Each PRSU vests 100% three years from the date of grant if performance goals are met.

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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