Kropp Ronald D Form 4 April 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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January 31,

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Check this box

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(b).

(Last)

1. Name and Address of Reporting Person * Kropp Ronald D

2. Issuer Name and Ticker or Trading

Symbol

ILLINOIS TOOL WORKS INC

[ITW]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

04/26/2012

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Sr VP & CFO

Director 10% Owner X_ Officer (give title below)

_ Other (specify

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)

X Form filed by One Reporting Person Form filed by More than One Reporting

GLENVIEW, IL 60026

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative (Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	04/26/2012		M	29,933	A	\$ 51.6	39,979	D	
Common Stock	04/26/2012		S	29,933	D	\$ 57.48 (1)	10,046	D	
Common Stock	04/26/2012		M	10,000	A	\$ 47.13	20,046	D	
Common Stock	04/26/2012		S	2,800	D	\$ 57.54 (2)	17,246	D	

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Common Stock	04/26/2012	M	30,000	A	\$ 42.08	47,246	D
Common Stock	04/26/2012	S	30,000	D	\$ 57.19 (3)	17,246	D
Common Stock	04/27/2012	S	7,200	D	\$ 57.93 (4)	10,046	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)

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. Transacti Code (Instr. 8)	orDeri Secu Acqu or D (D)	ccurities (Month/Day/Ye cquired (A) Disposed of (b) nstr. 3, 4,			7. Title and A Underlying S (Instr. 3 and A	Secu
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option	\$ 47.13	04/26/2012		M		10,000	12/10/2005	12/10/2014	Common Stock	10
Employee Stock Option	\$ 42.08	04/26/2012		M		30,000	12/07/2006	02/01/2016	Common Stock	30
Employee Stock Option	\$ 51.6	04/26/2012		M		29,933	02/09/2008	02/09/2017	Common Stock	29
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 (6)	\$ 0						<u>(6)</u>	<u>(6)</u>	Common Stock	7
Employee Stock Option	\$ 55.81						02/11/2012(5)	02/11/2021	Common Stock	90

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Performance Restricted Stock Unit (6)	\$ 0	<u>(6)</u>	<u>(6)</u>	Common Stock	12
Performance Restricted Stock Unit (6)	\$ 0	<u>(6)</u>	<u>(6)</u>	Common Stock	12
Employee Stock Option	\$ 55.71	02/10/2013(5)	02/10/2022	Common Stock	97

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Kropp Ronald D ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026

Sr VP & CFO

Signatures

Ronald D. Kropp by Maria C. Green, Senior Vice President, General Counsel & Secretary, Attorney-In-Fact POA on File

04/30/2012

**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 \$57.300 to \$57.595. The price reported above reflects the weighted 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.
- This transaction was executed in multiple trades at prices ranging from \$57.540 to \$57.552. The price reported above reflects the (2) weighted 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.
- This transaction was executed in multiple trades at prices ranging from \$57.140 to \$57.320. The price reported above reflects the (3) weighted 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.
- This transaction was executed in multiple trades at prices ranging from \$57.916 to \$57.970. The price reported above reflects the weighted 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.
- (5) Options vest in four (4) equal annual installments beginning one year from date of grant.
- (6) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock and 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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