

Parry David C
Form 4
October 26, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Parry David C

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)
10/24/2012

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	10/24/2012		M	15,000	A \$ 35.12	15,445	D
Common Stock	10/24/2012		S	15,000	D \$ 60.4 (1)	445	D
Common Stock						1,108	I See Footnote (2)

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 Amount of Underlying Security (Instr. 3 and 4)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num Sh
Employee Stock Option	\$ 47.13					12/10/2005	12/10/2014	Common Stock	2
Employee Stock Option	\$ 42.08					12/07/2006	02/01/2016	Common Stock	2
Employee Stock Option	\$ 51.6					02/09/2008	02/09/2017	Common Stock	6
Employee Stock Option	\$ 48.51					02/08/2009	02/08/2018	Common Stock	7
Employee Stock Option	\$ 35.12	10/24/2012		M	15,000	02/13/2010 ⁽³⁾	02/13/2019	Common Stock	4
Employee Stock Option	\$ 43.64					02/12/2011 ⁽³⁾	02/12/2020	Common Stock	6
Performance Restricted Stock Unit (granted 2/12/2010) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	7
Employee Stock Option	\$ 55.81					02/11/2012 ⁽³⁾	02/11/2021	Common Stock	8
Performance Restricted Stock Unit (granted 2/11/2011) ⁽⁴⁾	\$ 0					<u>(5)</u>	<u>(5)</u>	Common Stock	1
Employee Stock Option	\$ 55.71					02/10/2013 ⁽³⁾	02/10/2022	Common Stock	10
	\$ 0					<u>(5)</u>	<u>(5)</u>		1

Performance
 Restricted
 Stock Unit
 (granted
 2/10/2012)
(4)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parry David C ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026			Vice Chairman	

Signatures

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

10/26/2012

__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 \$60.36 to \$60.50. The price reported above reflects the weighted
- (1) 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.
 - (2) Shares of common stock allocated to my account in the Illinois Tool Works Inc. Savings & Investment Plan--Information reported as of October 24, 2012.
 - (3) Options vest in four (4) equal annual installments beginning one year from date of grant.
 - (4) Each performance restricted stock unit (PRSU) represents a contingent right to receive one share of the Company's common stock.
 - (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. 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.