

Parry David C
 Form 4
 February 20, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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)
 ILLINOIS TOOL WORKS
 INC., 3600 WEST LAKE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2013

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

GLENVIEW, IL 60026

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

(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)
				(A) or (D)	Price		
Common Stock	02/15/2013		M	7,122 A	\$ 0	7,567	D
Common Stock	02/15/2013		F	2,323 D	\$ 63.02	5,244	D
Common Stock						1,114	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 Underlying (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option	\$ 47.13						12/10/2005	12/10/2014	Common Stock
Employee Stock Option	\$ 42.08						12/07/2006	02/01/2016	Common Stock
Employee Stock Option	\$ 51.6						02/09/2008	02/09/2017	Common Stock
Employee Stock Option	\$ 48.51						02/08/2009	02/08/2018	Common Stock
Employee Stock Option	\$ 43.64						02/12/2011 ⁽²⁾	02/12/2020	Common Stock
Performance Restricted Stock Unit (granted 2/12/2010) ⁽³⁾	\$ 0	02/15/2013		M		7,122	<u>(4)</u>	<u>(4)</u>	Common Stock
Employee Stock Option	\$ 35.12						02/13/2010	02/13/2019	Common Stock
Employee Stock Option	\$ 55.81						02/11/2012 ⁽²⁾	02/11/2021	Common Stock
Performance Restricted Stock Unit (granted 2/11/2011) ⁽³⁾	\$ 0						<u>(5)</u>	<u>(5)</u>	Common Stock
Employee Stock Option	\$ 55.71						02/10/2013 ⁽²⁾	02/10/2022	Common Stock
Performance Restricted Stock Unit	\$ 0						<u>(5)</u>	<u>(5)</u>	Common Stock

