

Banerjee Anup R
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Banerjee Anup R

(Last) (First) (Middle)

SNAP-ON
INCORPORATED, 2801-80TH
STREET

(Street)

KENOSHA, WI 53143

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SNAP-ON Inc [SNA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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)
Sr VP & Chief Devel. Officer

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 02/15/2018 | | M ⁽¹⁾ | 1,389 | A | 1,389 | D | |
| Common Stock | 02/15/2018 | | F ⁽²⁾ | 596 | D | \$ 161.18 | 793 | 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)

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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 |
| Performance Units | (3) | 02/15/2018 | | A ⁽¹⁾ | | 123 | | (1) | (1) | Common Stock |
| Performance Units | (3) | 02/15/2018 | | M ⁽¹⁾ | | | 1,389 | (1) | (1) | Common Stock |
| Restricted Stock Units | (3) | 02/15/2018 | | D ⁽⁴⁾ | | | 1,175 | (4) | (4) | Common Stock |
| Stock Option (Right to Buy) | \$ 161.18 | 02/15/2018 | | A | | 22,489 | | 02/15/2019 ⁽⁵⁾ | 02/15/2028 | Common Stock |
| Performance Units | (3) | 02/15/2018 | | A | | 2,611 | | (7) | (7) | Common Stock |
| Restricted Stock Units | (3) | 02/15/2018 | | A | | 2,610 | | (8) | (8) | Common Stock |
| Stock Option (Right to Buy) | \$ 79.04 | | | | | | | (9) | 02/13/2023 | Common Stock |
| Stock Option (Right to Buy) | \$ 109.43 | | | | | | | (9) | 02/13/2024 | Common Stock |
| Stock Option (Right to Buy) | \$ 144.69 | | | | | | | (9) | 02/12/2025 | Common Stock |
| Stock Option (Right to Buy) | \$ 138.03 | | | | | | | 02/11/2017 ⁽⁵⁾ | 02/11/2026 | Common Stock |
| Stock Option (Right to Buy) | \$ 168.7 | | | | | | | 02/09/2018 ⁽⁵⁾ | 02/09/2027 | Common Stock |
| Restricted Stock Units | (3) | | | | | | | (10) | (10) | Common Stock |
| Performance Units | (3) | | | | | | | (11) | (11) | Common Stock |
| | (3) | | | | | | | (12) | (12) | |

Performance
Units

Common
Stock

Deferred
Stock Units

(3)

(13)

(13)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Banerjee Anup R SNAP-ON INCORPORATED 2801-80TH STREET KENOSHA, WI 53143 | | | Sr VP & Chief Devel. Officer | |

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Anup R.
Banerjee

02/19/2018

__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) Based on Company performance during the 2015-2017 period, approximately 109.7% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported, subject to plan limits).
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (3) 1 for 1.
- (4) Based on Company performance during fiscal 2017, approximately 37.7% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported, subject to plan limits). Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (5) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (6) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (7) If the Company achieves certain goals over the 2018-2020 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.
The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2018. Assuming continued employment through the end of fiscal 2020, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum number is 200% of the number reported, subject to plan limits.
- (8) Option fully vested.
- (9) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (10) If the Company achieves certain goals over the 2016-2018 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.
- (11) If the Company achieves certain goals over the 2017-2019 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.
- (12) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (13)

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