SNAP ON INC Form 4 February 20, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

Estimated average burden hours per

response... 0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

MARRINAN SUSAN F

1. Name and Address of Reporting Person *

			SNAP ON INC [SNA]					(Check all applicable)			
				te of Earliest Transaction th/Day/Year) 5/2007				Director 10% Owner Selow) Other (specify below) VP, Secretary, C.L.O.			
				ndment, Date Original nth/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			
(City)	(State)	(Zip)	m 1.					Person			
. •	` '	•					•	iired, Disposed of		·	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)	
Common Stock					,			517.75 (1)	I	401(k) Plan	
Common Stock	02/15/2007			M	1,082	A	\$ 39.71	4,582.63	D		
Common Stock	02/15/2007			S	1,082	D	\$ 50	3,500.63	D		
Common Stock	02/15/2007			M	22,102	A	\$ 34.5	25,602.63	D		
Common Stock	02/15/2007			S	22,102	D	\$ 50	3,500.63	D		

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Common Stock	02/15/2007	M	12,828	A	\$ 31.52	16,328.63	D
Common Stock	02/15/2007	S	12,828	D	\$ 50	3,500.63	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)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	orDerivati Securition Acquirect Dispose	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D)		te	7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
\$ 39.71	02/15/2007		M		1,082	01/23/2000	01/23/2008	Common Stock	1
\$ 34.5	02/15/2007		M		22,102	01/22/2001	01/22/2009	Common Stock	22
\$ 31.52	02/15/2007		M		12,828	01/23/2006	01/23/2014	Common Stock	12
\$ 33.75						02/18/2007	02/18/2015	Common Stock	13
\$ 39.35						<u>(2)</u>	02/16/2016	Common Stock	12
\$ 50.22	02/15/2007		A	8,000		<u>(7)</u>	02/15/2017	Common Stock	8
	Conversion or Exercise Price of Derivative Security \$ 39.71 \$ 34.5 \$ 31.52 \$ 33.75	Conversion or Exercise Price of Derivative Security \$ 39.71	Conversion or Exercise Price of Derivative Security \$ 39.71	Conversion or Exercise Price of Derivative Security \$ 39.71	Conversion or Exercise Price of Derivative Security \$\begin{array}{c} \text{Execution Date, if any (Month/Day/Year)} \text{Code Securitic Code Dispose (Instr. 3)} \text{Acquire Dispose (Instr. 3)} \text{Code V (A)} \\ \$\begin{array}{c} \text{Solution Date, if any (Month/Day/Year)} \text{Dispose (Instr. 3)} \\ \$\text{Code V (A)} \\ \$\begin{array}{c} \text{Code V (A)} \\ \$\begin{array}{c} \text{Code V (A)} \\ \$\begin{array}{c} \text{Solution Date, if any (Month/Day/Year)} \\ \$\text{Code V (A)} \\ \$\begin{array}{c} \text{Code V (A)} \\ \$\begin{array}{c} \text{Solution Date, if any (Month/Day/Year)} \\ \$\text{Code V (A)} \\ \$\begin{array}{c} \text{Code V (A)} \\ \$\begin{array}{c} \text{Solution Date, if any (Month/Day/Year)} \\ \$\text{Code V (A)} \\ \$\begin{array}{c} \text{Solution Dispose (Instr. 3)} \\ \$\text{Solution Date, if any (Month/Day/Year)} \\ \$\text{M} \\ \$\text{39.35} \\ \$\text{39.35} \\ \$\text{39.35} \\ \$\text{Solution Date, if any (Month/Day/Year)} \\ \$\text{M} \\ \$\text{Code V (A)} \\ \$\text{M} \\ \$\text{M} \\ \$\text{39.35} \\ \$\text{30.75} \\ \$30.75	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security Code V (A) (D)	Conversion or Exercise Price of Derivative Security	Common C

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Deferred Stock Unit	(3)				<u>(4)</u>	<u>(4)</u>	Common Stock 2,2
Restricted Stock	<u>(3)</u>				<u>(5)</u>	<u>(5)</u>	Common , Stock
Restricted Stock	<u>(3)</u>	02/15/2007	A	5,000	<u>(9)</u>	(9)	Common

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MARRINAN SUSAN F 2801 80TH STREET KENOSHA, WI 53143

VP, Secretary, C.L.O.

Signatures

Susan F.

Marrinan

**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) This information is based on a plan statement dated 12/31/2006.
- (2) One half of the option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- (3) 1 for 1.
- Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement, or termination of employment.
- (5) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (6) Exercise of Rule 16 b-3 stock option.
- (7) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.
- (8) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (9) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

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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