SNAP ON INC Form 4/A February 28, 2007

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2 Jaguar Nama and Tiakar or Trading

OMB 3235-0287

**OMB APPROVAL** 

Number: 3235-0287 Expires: January 31,

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5 Relationship of Reporting Person(s) to

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

Check this box

Form 5
obligations
may continue.

See Instruction

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 \*

1(b).

			Symbol SNAP ON INC [SNA]					Issuer (Check all applicable)			
(Last) 2801 80TH		Middle)	3. Date of (Month/E) 09/14/2	· ·				Director 10% Owner X Officer (give title Other (specify below)			
				endment, Date Original nth/Day/Year) 2006				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transacti Code (Instr. 8)	4. Securit or(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	09/14/2006			S	130	D	\$ 44.53	4.938 (2)	D		
Common Stock	09/15/2006			I	586.88	D	\$ 44.63	0 (1)	I	401(k) Plan	

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Stock Option (Right to Buy)	\$ 33.75						02/18/2007	02/18/2015	Common Stock	2,15
Stock Option (Right to Buy)	\$ 39.35						<u>(3)</u>	02/16/2016	Common Stock	4,32
Deferred Stock	<u>(4)</u>	09/15/2006		I	520.548		<u>(5)</u>	<u>(5)</u>	Common Stock	520.5 (6)
Restricted Stock Units	<u>(4)</u>						<u>(7)</u>	<u>(7)</u>	Common Stock	2,50

### **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reput ting Owner Name / Audress	

Director 10% Owner Officer Other

JOHNSEN CONSTANCE 2801 80TH STREET KENOSHA, WI 53143

Vice President and Controller

## **Signatures**

Kenneth V. Hallett under Power of Attorney for Constance R. Johnsen

02/28/2007

\*\*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) Transaction not previously reported.
- (2) Previously included 134.938 shares acquired under the Snap-on Incorporated Employee Stock Purchase Plan.
- (3) One half of option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- **(4)** 1 for 1.

Reporting Owners 2

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- (5) 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.
- (6) Included 20.548 deferred stock units acquired through exempt dividend reinvestments.
- (7) The stock vest on the achievement of certain company initiatives over the 2006-2008 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.