#### ELLEN MARTIN M

Form 4

April 25, 2008

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

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(b).

(Last)

(City)

Stock

Stock

Stock

Common

Common

1. Name and Address of Reporting Person \* **ELLEN MARTIN M** 

(Street)

(State)

04/24/2008

04/24/2008

04/24/2008

(First) (Middle)

(Zip)

**2801 80TH STREET** 

KENOSHA, WI 53143

2. Issuer Name and Ticker or Trading

Symbol SNAP ON INC [SNA]

3. Date of Earliest Transaction

(Month/Day/Year) 04/24/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below)

SVP Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

D

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$ 25.11 10,000

7,400

7,300

\$ 56.5

		14.	1011	Delliative	Deca	ricios ricqu	in cu, Disposeu o	i, or benefici	uny 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	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock					· ´		518.566 (9)	I	401(k) Plan
Common Stock							33,143	I	By Limited Partnership (1)
Common	04/24/2009		М	10.000		¢ 05 11	10.000	D	

10,000

2,600

100

D

D

M

S

S

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Common Stock	04/24/2008	S	100	D	\$ 56.517	7,200	D
Common Stock	04/24/2008	S	100	D	\$ 56.53	7,100	D
Common Stock	04/24/2008	S	400	D	\$ 56.56	6,700	D
Common Stock	04/24/2008	S	100	D	\$ 56.567	6,600	D
Common Stock	04/24/2008	S	511	D	\$ 56.58	6,089	D
Common Stock	04/24/2008	S	100	D	\$ 56.59	5,989	D
Common Stock	04/24/2008	S	1,800	D	\$ 56.6	4,189	D
Common Stock	04/24/2008	S	811	D	\$ 56.61	3,378	D
Common Stock	04/24/2008	S	814	D	\$ 56.62	2,564	D
Common Stock	04/24/2008	S	400	D	\$ 56.63	2,164	D
Common Stock	04/24/2008	S	100	D	\$ 56.64	2,064	D
Common Stock	04/24/2008	S	100	D	\$ 56.645	1,964	D
Common Stock	04/24/2008	S	200	D	\$ 56.65	1,764	D
Common Stock	04/24/2008	S	300	D	\$ 56.66	1,464	D
Common Stock	04/24/2008	S	200	D	\$ 56.72	1,264	D
Common Stock	04/24/2008	S	100	D	\$ 56.73	1,164	D
Common Stock	04/24/2008	S	200	D	\$ 56.74	964	D
Common Stock	04/24/2008	S	100	D	\$ 56.75	864	D
Common Stock	04/24/2008	S	100	D	\$ 56.82	764	D
Common Stock	04/24/2008	S	264	D	\$ 56.86	500	D

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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)

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. Transacti Code (Instr. 8)	orDeri Secu Acqı or D (D)	urities uired (A) isposed of rr. 3, 4,	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	Amount Number Shares
Stock Option (Right to Buy)	\$ 25.11	04/24/2008		M		10,000	01/24/2005	01/24/2013	Common Stock	10,0
Stock Option (Right to Buy)	\$ 31.52						01/23/2006	01/23/2014	Common Stock	41,82
Stock Option (Right to Buy)	\$ 33.75						02/18/2007	02/18/2015	Common Stock	40,00
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	Common Stock	42,00
Stock Option (Right to Buy)	\$ 50.22						<u>(2)</u>	02/15/2017	Common Stock	40,0
Stock Option (Right to Buy)	\$ 51.75						<u>(3)</u>	02/13/2018	Common Stock	42,0
Deferred Stock Units	<u>(4)</u>						<u>(5)</u>	(5)	Common Stock	6,000.4 (11)
	<u>(4)</u>						<u>(6)</u>	(6)		24,0

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Restricted Stock				Common Stock	
Restricted Stock	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	18,50
Restricted Stock	<u>(4)</u>	<u>(8)</u>	(8)	Common Stock	20,6

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELLEN MARTIN M 2801 80TH STREET KENOSHA, WI 53143

**SVP Finance & CFO** 

## **Signatures**

Kenneth V. Hallett under Power of Attorney for Martin M. Ellen

04/25/2008

\*\*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) Shares are held by Martin Robin Partners LP.
- (2) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (3) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (**4**) 1 for 1.
- (5) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (9) This information is based on a plan statement dated April 24, 2008.
- (10) Exercise of Rule 16b-3 stock option.
- (11) Includes 37.8576 deferred stock units acquired through exempt dividend reinvestments.

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