

SNAP ON INC  
Form 4  
April 29, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
ELLEN MARTIN M

(Last) (First) (Middle)  
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)  
04/28/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP Finance & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)
Common Stock					518,566	I	401(k) Plan
Common Stock					33,143	I	By Limited Partnership <sup>(1)</sup>
Common Stock	04/28/2008		M	4,393 A	\$ 25.11 4,893	D	
Common Stock	04/28/2008		S	2,001 D	\$ 59.9 2,892	D	
Common Stock	04/28/2008		S	1,292 D	\$ 59.91 1,600	D	

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Common Stock	04/28/2008	S	600	D	\$ 59.92	1,000	D
Common Stock	04/28/2008	S	500	D	\$ 59.93	500	D

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 required to respond unless the form displays a currently valid OMB control number.**

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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 Amount of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 25.11	04/28/2008		M	4,393	01/24/2005	01/24/2013	Common Stock	4,393
Stock Option (Right to Buy)	\$ 31.52					01/23/2006	01/23/2014	Common Stock	41,820
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock	40,000
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	42,000
Stock Option (Right to Buy)	\$ 50.22					(2)	02/15/2017	Common Stock	40,000
Stock Option	\$ 51.75					(3)	02/13/2018	Common Stock	42,000

