

ELLEN MARTIN M
Form 4
February 13, 2009

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)
02/11/2009

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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/11/2009		M ⁽¹⁾	8,298 A <u>(1)</u>	8,298	D	
Common Stock	02/11/2009		F ⁽²⁾	8,298 D \$ 29.69	0	D	
Common Stock					34,000	I	By Limited Partnership ⁽³⁾
Common Stock					542,055 ⁽⁴⁾	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date		
				Code	V	(A)	(D)	Title	
Stock Option (Right to Buy)	\$ 31.52						01/23/2006	01/23/2014	Common Stock
Stock Option (Right to Buy)	\$ 33.75						02/18/2007	02/18/2015	Common Stock
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	Common Stock
Stock Option (Right to Buy)	\$ 50.22						(5)	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75						(6)	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69	02/11/2009		A		42,000	(7)	02/11/2019	Common Stock
Restricted Stock	(9)	02/11/2009		M ⁽¹⁾		24,000	(1)	(1)	Common Stock
Restricted Stock	(9)						(10)	(10)	Common Stock
Restricted Stock	(9)						(11)	(11)	Common Stock
Restricted Stock Units	(9)	02/11/2009		A		13,074	(12)	(12)	Common Stock
Performance Units	(9)	02/11/2009		A		13,074	(13)	(13)	Common Stock

