

Ward Thomas J
 Form 4
 February 07, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 Ward Thomas J

(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)
 02/07/2011

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)
 Sr VP & President - RS&I Group

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2011		M		9,000 A \$ 32.22	21,516.007 (1)	D
Common Stock	02/07/2011		M		3,556 A \$ 31.52	25,072.007	D
Common Stock	02/07/2011		S		12,556 D \$ 58.672 (2)	12,516.007	D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.22	02/07/2011		M	9,000	01/25/2004 01/25/2012	Common Stock	9,000	
Stock Option (Right to Buy)	\$ 31.52	02/07/2011		M	3,556	01/23/2006 01/23/2014	Common Stock	3,556	
Stock Option (Right to Buy)	\$ 33.75					02/18/2007 02/18/2015	Common Stock	6,480	
Stock Option (Right to Buy)	\$ 31.48					02/18/2007 04/01/2015	Common Stock	3,220	
Stock Option (Right to Buy)	\$ 39.35					02/16/2008 02/16/2016	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 37.47					04/27/2008 04/27/2016	Common Stock	5,000	
Stock Option (Right to Buy)	\$ 50.22					02/15/2010 02/15/2017	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 54.5					04/30/2010 04/30/2017	Common Stock	10,000	
Stock Option (Right to Buy)	\$ 51.75					⁽⁴⁾ 02/13/2018	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 29.69					⁽⁵⁾ 02/11/2019	Common Stock	40,000	

Buy)

Stock Option (Right to Buy)	\$ 41.01	<u>(6)</u>	02/10/2020	Common Stock	42,000
Restricted Stock	<u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	20,600
Restricted Stock Units	<u>(7)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	7,400
Restricted Stock Units	<u>(7)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	14,210
Performance Units	<u>(7)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	13,070
Performance Units	<u>(7)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	14,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ward Thomas J 2801 80TH STREET KENOSHA, WI 53143			Sr VP & President - RS&I Group	

Signatures

Ryan S. Lovitz under Power of Attorney for Thomas J. Ward
02/07/2011

__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) Includes 13,445 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
This transaction was executed in multiple trades at prices ranging from \$58.52 to \$58.75. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (2) Exercise of Rule 16b-3 stock option.
- (3) One third of the option vested on each of 2/13/2009 and 2/13/2010, and one third will vest on 2/13/2011.
- (4) One third of the option vested on 2/11/2010, and one third vests on each of 2/11/2011 and 2/11/2012.
- (5) One third of the option vests on each of 2/10/2011, 2/10/2012 and 2/10/2013.
- (6) 1 for 1.
- (7) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (8) The restricted stock units were earned based on Company performance during 2009. Assuming continued employment on the payment date, which will occur in February 2012, the units will then vest in one installment and the shares will be issued.
- (9)

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- The restricted stock units may be earned based on the achievement of certain company goals during 2010. Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and shares will be issued. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- (10) If the company achieves certain goals over the 2009-2011 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
 - (11) If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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