

Ward Thomas J
 Form 4
 February 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 02/24/2012

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 Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	
Common Stock	02/24/2012		M	3,644	A	\$ 31.52	24,287.663	D
Common Stock	02/24/2012		M	6,480	A	\$ 33.75	30,767.663	D
Common Stock	02/24/2012		M	3,220	A	\$ 31.48	33,987.663	D
Common Stock	02/24/2012		S	13,344	D	\$ 60.9518	20,643.663	D
						(1)		

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.

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. 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 Security (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)	\$ 31.52	02/24/2012		M	3,644	01/23/2006 01/23/2014	Common Stock	3,644	
Stock Option (Right to Buy)	\$ 33.75	02/24/2012		M	6,480	02/18/2007 02/18/2015	Common Stock	6,480	
Stock Option (Right to Buy)	\$ 31.48	02/24/2012		M	3,220	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					02/13/2011 02/13/2018	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 29.69					02/11/2012 02/11/2019	Common Stock	40,000	

Stock Option (Right to Buy)	\$ 41.01	02/10/2011 ⁽³⁾	02/10/2020	Common Stock	42,
Stock Option (Right to Buy)	\$ 58.94	02/09/2012 ⁽³⁾	02/09/2021	Common Stock	42,
Stock Option (Right to Buy)	\$ 60	02/08/2013 ⁽³⁾	02/08/2022	Common Stock	42,
Restricted Stock Units	(4)	(5)	(5)	Common Stock	20,
Restricted Stock Units	(4)	(6)	(6)	Common Stock	17,
Restricted Stock Units	(4)	(7)	(7)	Common Stock	10,
Performance Units	(4)	(8)	(8)	Common Stock	14,
Performance Units	(4)	(9)	(9)	Common Stock	10,
Performance Units	(4)	(10)	(10)	Common Stock	10,

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
02/27/2012

__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) This transaction was executed in multiple trades at prices ranging from \$60.95 to \$61.00. 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 effectuated.
 - (2) Exercise of Rule 16b-3 stock option.
 - (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

Edgar Filing: Ward Thomas J - Form 4

- (4) 1 for 1.
- (5) The restricted stock units were earned based on company performance during 2010. Assuming continued employment through the end of fiscal 2012, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (6) The restricted stock units were earned based on company performance during 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.

The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2012. Assuming continued employment through the end of fiscal 2014, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- (7) 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.
- (8) If the company achieves certain goals over the 2011-2013 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.
- (9) If the company achieves certain goals over the 2012-2014 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.
- (10) If the company achieves certain goals over the 2012-2014 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.

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.