

SNAP-ON Inc  
Form FWP  
February 19, 2009

Filed pursuant to Rule 433  
Registration No. 333-139863  
February 19, 2009

**PRICING TERM SHEET**  
**Snap-on Incorporated**  
**5.850% Notes due 2014**

Issuer:	Snap-on Incorporated
Title:	5.850% Notes due 2014
Principal Amount:	\$100,000,000
Coupon:	5.850%
Maturity Date:	March 1, 2014
Treasury Benchmark:	1.750% due 01/31/2014
US Treasury Yield:	1.870%
Spread to Treasury:	Plus 400 basis points
Yield to Maturity:	5.870%
Price to Public:	99.912%
Interest Payment Dates:	Semi-annually on March 1 and September 1, commencing on September 1, 2009
Record Dates:	February 15 and August 15
Optional Redemption:	Make-whole call at any time at Treasury plus 50 basis points
Change of Control Put:	101% of principal amount plus accrued interest
Settlement Date:	T+3; February 24, 2009
Expected Ratings:	Moody's: A3 S&P: A-
CUSIP:	833034 AF8
Active Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.
Passive Book-Running Managers:	Mizuho Securities USA Inc.

UBS Securities LLC

Co-Managers:

Barclays Capital Inc.  
BBVA Securities Inc.  
Credit Suisse Securities (USA) LLC  
Fifth Third Securities, Inc.  
RBC Capital Markets Corporation  
Robert W. Baird & Co. Incorporated  
SG Americas Securities, LLC  
The Williams Capital Group, L.P.  
U.S. Bancorp Investments, Inc.

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**6.700% Notes due 2019**

Issuer:	Snap-on Incorporated
Title:	6.700% Notes due 2019
Principal Amount:	\$200,000,000
Coupon:	6.700%
Maturity Date:	March 1, 2019
Treasury Benchmark:	2.750% due 02/15/2019
US Treasury Yield:	2.848%
Spread to Treasury:	Plus 387.5 basis points
Yield to Maturity:	6.723%
Price to Public:	99.832%
Interest Payment Dates:	Semi-annually on March 1 and September 1, commencing on September 1, 2009
Record Dates:	February 15 and August 15
Optional Redemption:	Make-whole call at any time at Treasury plus 50 basis points
Change of Control Put:	101% of principal amount plus accrued interest
Settlement Date:	T+3; February 24, 2009
Expected Ratings:	Moody s: A3 S&P: A-
CUSIP:	833034 AG6
Active Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.
Passive Book-Running Managers:	Mizuho Securities USA Inc. UBS Securities LLC
Co-Managers:	Barclays Capital Inc. BBVA Securities Inc. Credit Suisse Securities (USA) LLC Fifth Third Securities, Inc.

RBC Capital Markets Corporation  
Robert W. Baird & Co. Incorporated  
SG Americas Securities, LLC  
The Williams Capital Group, L.P.  
U.S. Bancorp Investments, Inc.

The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by the assigning rating organization. Each of the security ratings above should be evaluated independently of any other security rating.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents that the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-877-858-5407, J.P. Morgan Securities Inc. collect at 1-212-834-4533, Mizuho Securities USA Inc. toll-free at 1-800-221-8866 (ext. 3143) or UBS Securities LLC toll-free at 877-827-6444 (ext. 561-3884).**