

SNAP-ON Inc
Form 4

December 31, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MORENO JEANNE M

(Last) (First) (Middle)

**SNAP-ON INCORPORATED, 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)
12/29/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP - Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	12/29/2012		M ⁽¹⁾		6,809	A	\$ 0 ⁽¹⁾
Common Stock	12/29/2012		F ⁽²⁾		2,823	D	\$ 77.34

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

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information contained in this form are not
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(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(3)	12/29/2012		M(1)	6,809	(1) (1)	Common Stock 6
Stock Option (Right to Buy)	\$ 41.01					02/10/2011(4) 02/10/2020	Common Stock 5
Stock Option (Right to Buy)	\$ 58.94					02/09/2012(4) 02/09/2021	Common Stock 9
Stock Option (Right to Buy)	\$ 60					02/08/2013(4) 02/08/2022	Common Stock 1
Restricted Stock Units	(3)					(5) (5)	Common Stock 5
Restricted Stock Units	(3)					(6) (6)	Common Stock 3
Performance Units	(3)					(7) (7)	Common Stock 4
Performance Units	(3)					(8) (8)	Common Stock 3
Performance Units	(3)					(9) (9)	Common Stock 3
Deferred Stock Units	(3)					(10) (10)	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MORENO JEANNE M SNAP-ON INCORPORATED 2801 80TH STREET	VP - Chief Information Officer

KENOSHA, WI 53143

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Jeanne M.
Moreno

12/31/2012

__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) The restricted stock units were earned based on company performance during 2010 and vested in one installment based on continued employment through the end of fiscal 2012; the shares will be issued within 30 days of fiscal 2012 year end.
- (2) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
- (3) 1 for 1.
- (4) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) Payment will begin within 30 days first beginning after the date specified in advance of the deferral by the reporting person, death, disability or termination of employment.
- (10) This information is based on a plan statement dated September 30, 2012.

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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