

ELLEN MARTIN M  
Form 4  
February 15, 2008

**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 \*  
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)  
02/13/2008

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 Ownership (Instr. 4)			
Common Stock				(A) or (D)	Price					
Common Stock	02/12/2008		G	V	1,000	A	(14)	34,843	I	By Limited Partnership (1)
Common Stock	02/13/2008		A(8)		11,000	A	(8)	11,000	D	
Common Stock								517.82 (9)	I	401(k) Plan

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 25.11					01/24/2005	01/24/2013	Common Stock	14,39
Stock Option (Right to Buy)	\$ 31.52					01/23/2006	01/23/2014	Common Stock	41,82
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock	40,00
Stock Option (Right to Buy)	\$ 39.35					(2)	02/16/2016	Common Stock	42,00
Stock Option (Right to Buy)	\$ 50.22					(3)	02/15/2017	Common Stock	40,00
Stock Option (Right to Buy)	\$ 51.75	02/13/2008		A	42,000	(10)	02/13/2018	Common Stock	42,00
Deferred Stock Units	(4)					(5)	(5)	Common Stock	462.57 (13)
Restricted Stock	(4)					(6)	(6)	Common Stock	24,00
Restricted Stock	(4)					(7)	(7)	Common Stock	18,50

