SNAP ON INC Form 4 April 29, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

> 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

1(b).

Common

Common

Common

Stock

Stock

Stock

04/28/2008

04/28/2008

04/28/2008

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ELLEN MARTIN M Issuer Symbol SNAP ON INC [SNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 2801 80TH STREET 04/28/2008 below) below) SVP Finance & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KENOSHA, WI 53143 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial Ownership (Month/Day/Year) (Instr. 8) Owned Direct (D) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 518.566 I 401(k) Plan Stock By Limited Common Partnership 33.143 Ι Stock (1)

M

S

S

4,393

2,001

1.292

D

D

4,893

1,600

\$ 59.9 2.892

59.91

D

D

D

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Common Stock	04/28/2008	S	600	D	\$ 59.92	1,000	D
Common Stock	04/28/2008	S	500	D	\$ 59.93	500	D

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

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(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)	Code	Secu Secu (A) (Disp (D)	urities quired or posed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 25.11	04/28/2008	M		4,393	01/24/2005	01/24/2013	Common Stock	4,393	
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	40,000	
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	42,000	
Stock Option (Right to Buy)	\$ 50.22					<u>(2)</u>	02/15/2017	Common Stock	40,000	
Stock Option	\$ 51.75					(3)	02/13/2018	Common Stock	42,000	

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(Right to Buy)					
Deferred Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	6,000.42
Restricted Stock	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	24,00
Restricted Stock	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	18,50
Restricted Stock	<u>(4)</u>	(8)	(8)	Common Stock	20,640

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
ELLENIA (A DEDILA (

ELLEN MARTIN M 2801 80TH STREET KENOSHA, WI 53143

SVP Finance & CFO

Signatures

Kenneth V. Hallett under Power of Attorney for Martin M.
Ellen
04/28

04/28/2008

**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) Shares are held by Martin Robin Partners LP.
- (2) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (3) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- **(4)** 1 for 1.
- (5) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (9) Exercise of Rule 16b-3 stock option.

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.

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