SNAP-ON Inc
Form 4
February 13, 2017

FORM 4

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

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

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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).

(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)
02/09/2017

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 below) _____ Other (specify 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 (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	(A) or (D)	Price			
Common Stock	02/09/2017		M[(1)]		1,719	A	[(1)]	10,221.077	D	
Common Stock	02/09/2017		F[(2)]		535	D	$ 168.7	9,686.077	D	

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

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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 Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	(3)	02/09/2017		A(1)		108		(1)	(1)	Common Stock
Performance Units	(3)	02/09/2017		M(1)			1,719	(1)	(1)	Common Stock
Restricted Stock Units	(3)	02/09/2017		A(4)		165		(4)	(4)	Common Stock
Stock Option (Right to Buy)	$ 168.7	02/09/2017		A		13,500		02/09/2018(5)	02/09/2027	Common Stock
Performance Units	(3)	02/09/2017		A		958		(7)	(7)	Common Stock
Restricted Stock Units	(3)	02/09/2017		A		957		(8)	(8)	Common Stock
Stock Option (Right to Buy)	$ 109.43							02/13/2015(5)	02/13/2024	Common Stock
Stock Option (Right to Buy)	$ 144.69							02/12/2016(5)	02/12/2025	Common Stock
Stock Option (Right to Buy)	$ 138.03							02/11/2017(5)	02/11/2026	Common Stock
Restricted Stock Units	(3)							(9)	(9)	Common Stock
Performance Units	(3)							(10)	(10)	Common Stock
Performance Units	(3)							(11)	(11)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

MORENO JEANNE M
SNAP-ON INCORPORATED
2801 80TH STREET
KENOSHA, WI 53143

VP & Chief Information Officer

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Jeanne M. Moreno — 02/10/2017

**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) Based on Company performance during the 2014-2016 period, approximately 106.7% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported, subject to plan limits).

(2) Shares were withheld to cover tax withholding upon the vesting of performance units.

(3) 1 for 1.

(4) Based on Company performance during fiscal 2016, approximately 116.2% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported, subject to plan limits). Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.

(5) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

(6) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.

(7) If the Company achieves certain goals over the 2017-2019 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, subject to plan limits.

(8) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2017. Assuming continued employment through the end of fiscal 2019, 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 number is 200% of the number reported, subject to plan limits.

(9) The restricted stock units were earned based on Company performance during fiscal 2015. Assuming continued employment through the end of fiscal 2017, the units will then vest in one installment and the shares will be issued shortly thereafter.

(10) If the Company achieves certain goals over the 2015-2017 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, subject to plan limits.

(11) If the Company achieves certain goals over the 2016-2018 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, subject to plan limits.

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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