

SNAP ON INC
Form 4
February 20, 2007

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 *
PINCHUK NICHOLAS T

(Last) (First) (Middle)
2801-80TH STREET
(Street)

KENOSHA, WI 53141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SNAP ON INC [SNA]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2007

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)
S.V.P. and President C&I Group

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D) Price	592.36 ⁽¹⁾	I	401(k)

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)

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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)	\$ 30.06							06/27/2004	06/27/2012	Common Stock	40,000
Stock Option (Right to Buy)	\$ 25.11							01/24/2005	01/24/2013	Common Stock	40,500
Stock Option (Right to Buy)	\$ 31.52							01/23/2006	01/23/2014	Common Stock	40,500
Stock Option (Right to Buy)	\$ 33.75							02/18/2007	02/18/2015	Common Stock	35,000
Stock Option (Right to Buy)	\$ 39.35							(5)	02/16/2016	Common Stock	42,000
Stock Option (Right to Buy)	\$ 50.22	02/15/2007		A		40,000		(6)	02/17/2017	Common Stock	40,000
Deferred Stock Units	(2)							(3)	(3)	Common Stock	7,131.2
Restricted Stock	(2)							(4)	(4)	Common Stock	24,000
Restricted Stock	(2)	02/15/2007		A		18,500		(7)	(7)	Common Stock	18,500

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer

Other

PINCHUK NICHOLAS T
2801-80TH STREET
KENOSHA, WI 53141

S.V.P. and President C&I Group

Signatures

Susan F. Marrinan under Power of Attorney for Nicholas T.
Pinchuk

02/20/2007

__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) This information is based on a plan statement dated 12/31/06.
- (2) 1 for 1.
- (3) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (4) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (5) One half of the option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- (6) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.

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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