

Ward Thomas J
Form 4
February 07, 2011

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 *
Ward Thomas J

(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)
02/07/2011

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)
Sr VP & President - RS&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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/07/2011 | | M | | 9,000 A \$ 32.22 | 21,516.007 (1) | D |
| Common Stock | 02/07/2011 | | M | | 3,556 A \$ 31.52 | 25,072.007 | D |
| Common Stock | 02/07/2011 | | S | | 12,556 D \$ 58.672 (2) | 12,516.007 | D |

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

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SEC 1474 (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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 32.22 | 02/07/2011 | | M | 9,000 | 01/25/2004 01/25/2012 | Common Stock | 9,000 | |
| Stock Option (Right to Buy) | \$ 31.52 | 02/07/2011 | | M | 3,556 | 01/23/2006 01/23/2014 | Common Stock | 3,556 | |
| Stock Option (Right to Buy) | \$ 33.75 | | | | | 02/18/2007 02/18/2015 | Common Stock | 6,480 | |
| Stock Option (Right to Buy) | \$ 31.48 | | | | | 02/18/2007 04/01/2015 | Common Stock | 3,220 | |
| Stock Option (Right to Buy) | \$ 39.35 | | | | | 02/16/2008 02/16/2016 | Common Stock | 15,000 | |
| Stock Option (Right to Buy) | \$ 37.47 | | | | | 04/27/2008 04/27/2016 | Common Stock | 5,000 | |
| Stock Option (Right to Buy) | \$ 50.22 | | | | | 02/15/2010 02/15/2017 | Common Stock | 40,000 | |
| Stock Option (Right to Buy) | \$ 54.5 | | | | | 04/30/2010 04/30/2017 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 51.75 | | | | | ⁽⁴⁾ 02/13/2018 | Common Stock | 40,000 | |
| Stock Option (Right to Buy) | \$ 29.69 | | | | | ⁽⁵⁾ 02/11/2019 | Common Stock | 40,000 | |

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- The restricted stock units may be earned based on the achievement of certain company goals during 2010. Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and shares will be issued. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- (10) If the company achieves certain goals over the 2009-2011 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.
- (11) 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.
- (12)

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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