SNAP ON INC Form 4 November 03, 2004

### FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

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if no longer subject to Section 16. Form 4 or

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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).

(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 KELLY ARTHUR L Issuer Symbol SNAP ON INC [SNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify KEL ENTERPRISES L.P., 20 11/01/2004 below) SOUTH CLARK STREET, SUITE 2222 (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 CHICAGO,, IL 60603 (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 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Common Stock 11,107.359 D

Common Stock 20,000 I By Trusts (1)

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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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | D<br>S<br>A<br>(A<br>D<br>O:<br>(I |     | ntive<br>ties<br>red<br>sed<br>3, 4, | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 24.84  |   |   |                                       |                                    |     |                                      | 04/28/1995   | 04/28/2005         | Common<br>Stock   | 1,500                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.92  |   |   |                                       |                                    |     |                                      | 04/26/1996   | 04/26/2006         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 37.25  |   |   |                                       |                                    |     |                                      | 04/25/1997   | 04/25/2007         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 43.6875  |   |   |                                       |                                    |     |                                      | 04/24/1998   | 04/24/2008         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.938   |   |   |                                       |                                    |     |                                      | 04/23/1999   | 04/23/2009         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 26.4375  |   |   |                                       |                                    |     |                                      | 04/28/2000   | 04/28/2010         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 29.36  |   |   |                                       |                                    |     |                                      | 04/27/2001   | 04/27/2011         | Common<br>Stock   | 3,000                                  |
| Stock<br>Option<br>(Right to                        | \$ 32.08  |   |   |                                       |                                    |     |                                      | 04/25/2002   | 04/25/2012         | Common<br>Stock   | 3,000                                  |

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| Buy)                                 |          |            |      |     |            |            |                 |       |    |
|--------------------------------------|----------|------------|------|-----|------------|------------|-----------------|-------|----|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 28.43 |            |      |     | 04/24/2003 | 04/24/2013 | Common<br>Stock | 3,000 |    |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 33.55 |            |      |     | 04/23/2004 | 04/23/2014 | Common<br>Stock | 3,000 |    |
| Deferred<br>Stock<br>Unit            | \$ 0 (2) | 11/01/2004 | A(3) | 367 | <u>(4)</u> | <u>(4)</u> | Common<br>Stock | 367   | \$ |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| reporting of the Funt, Futures  | Director      | 10% Owner | Officer | Other |  |  |
| KELLY ARTHUR L<br>KEL ENTERPRISES L.P.<br>20 SOUTH CLARK STREET, SUITE 2222<br>CHICAGO,, IL 60603 | X             |           |         |       |  |  |

## **Signatures**

Jason D. Bartel under Power of Attorney for Arthur L.

Kelly

\*\*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 reported are held by the Kelly Family Trust and the A.L. Kelly Trust for which the reporting person is a trustee and beneficiary.
- (2) 1 for 1.
- (3) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (4) Scheduled for issuance in equal annual installments after the earliest of November 15, 2012, or on death or retirement from the Board.

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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