

Pagliari Aldo John
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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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 *
Pagliari Aldo John

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 2801
80TH STREET

(Street)

KENOSHA, WI 53403

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2013

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 - Finance & CFO

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	02/21/2013		M	V Amount (A) or (D) Price	4,800 A \$ 31.52	20,008.8206	D
Common Stock	02/21/2013		S	1,140 D \$ 78.0516	18,868.8206	D	
Common Stock	02/21/2013		S	1,139 D \$ 78.0433	17,729.8206	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 Amount of Underlying Security (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)	\$ 31.52	02/21/2013		M	4,800	01/23/2006	01/23/2014	Common Stock	4,800
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock	4,300
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	6,400
Stock Option (Right to Buy)	\$ 50.22					02/15/2010	02/15/2017	Common Stock	6,400
Stock Option (Right to Buy)	\$ 51.75					02/13/2011	02/13/2018	Common Stock	6,400
Stock Option (Right to Buy)	\$ 29.69					02/11/2012	02/11/2019	Common Stock	6,400
Stock Option (Right to Buy)	\$ 41.01					02/10/2013	02/10/2020	Common Stock	6,400
Stock Option (Right to Buy)	\$ 58.94					02/09/2012 ⁽³⁾	02/09/2021	Common Stock	20,000
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽³⁾	02/08/2022	Common Stock	27,000
	\$ 79.04					02/13/2014 ⁽³⁾	02/13/2023		30,000

Stock Option (Right to Buy)				Common Stock	
Restricted Stock Units	(4)	(5)	(5)	Common Stock	7,4
Restricted Stock Units	(4)	(6)	(6)	Common Stock	5,3
Restricted Stock Units	(4)	(7)	(7)	Common Stock	4,7
Performance Units	(4)	(8)	(8)	Common Stock	4,0
Performance Units	(4)	(9)	(9)	Common Stock	6,1
Performance Units	(4)	(10)	(10)	Common Stock	4,7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pagliari Aldo John SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53403			Sr VP - Finance & CFO	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J. Pagliari

02/21/2013

**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 transaction was executed in multiple trades at prices ranging from \$78.0246 to \$78.08. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
 - (2) Exercise of Rule 16b-3 stock option.
 - (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
 - (4) 1 for 1.
 - (5) The restricted stock units were earned based on company performance during fiscal 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.
 - (6) The restricted stock units were earned based on company performance during fiscal 2012. Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.
 - (7)

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The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, 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 amount is 200% of the number reported.

- (8) If the company achieves certain goals over the 2011-2013 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.
- (9) If the company achieves certain goals over the 2012-2014 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.
- (10) If the company achieves certain goals over the 2013-2015 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.

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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