Banerjee Anup R
Form 4
February 19, 2019

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 *
Banerjee Anup R

(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)
02/14/2019

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)
Sr VP & Chief Devel. 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	02/14/2019		M(1)		1,612	A	(1)	3,621	D	
Common Stock	02/14/2019		F(2)		693	D	$ 155.92	2,928	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)	02/14/2019		D(1)			243	(1)	(1)	Common Stock
Performance Units	(3)	02/14/2019		M(1)			1,612	(1)	(1)	Common Stock
Restricted Stock Units	(3)	02/14/2019		D(4)			572	(4)	(4)	Common Stock
Stock Option (Right to Buy)	$ 155.92	02/14/2019		A		20,250		02/14/2020(5)	02/14/2029	Common Stock
Restricted Stock Units	(3)	02/14/2019		A		2,575		(7)	(7)	Common Stock
Performance Units	(3)	02/14/2019		A		2,576		(8)	(8)	Common Stock
Stock Option (Right to Buy)	$ 144.69							(9)	02/12/2025	Common Stock
Stock Option (Right to Buy)	$ 138.03							(9)	02/11/2026	Common Stock
Stock Option (Right to Buy)	$ 168.7							02/09/2018(5)	02/09/2027	Common Stock
Stock Option (Right to Buy)	$ 161.18							02/15/2019(5)	02/15/2028	Common Stock
Restricted Stock Units	(3)							(10)	(10)	Common Stock
Performance Units	(3)							(11)	(11)	Common Stock
Performance Units	(3)							(12)	(12)	Common Stock
Deferred Stock Units	(3)							(13)	(13)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banerjee Anup R SNAP-ON INCORPORATED 2801-80TH STREET KENOSHA, WI 53143			Sr VP & Chief Devel. Officer	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Anup R. Banerjee	02/18/2019
**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 2016-2018 period, approximately 86.9% 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 2018, approximately 78.1% 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 2020, 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)	This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
(7)	The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2019. Assuming continued employment through the end of fiscal 2021, 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.
(8)	If the Company achieves certain goals over the 2019-2021 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.
(9)	Option fully vested.
(10)	The restricted stock units were earned based on Company performance during fiscal 2017. Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
(11)	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.
(12)	If the Company achieves certain goals over the 2018-2020 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.
(13)	Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
(14)	This information is based on a plan statement dated December 31, 2018.

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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