

SNAP ON INC
Form 3/A
March 23, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Ward Thomas J | | (Month/Day/Year) | SNAP ON INC [SNA] | |
| (Last) | (First) | (Middle) | 03/14/2005 | |
| 2801 80TH STREET | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| KENOSHA, WI 53141 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP - President, Diag. & Info. | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 03/16/2005 | |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 197.298 | D | W |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|--------------|--------------|--------------|--------|---------------|-------------------|---|
| Stock Option (Right to Buy) | 01/22/2001 | 01/22/2009 | Common Stock | 2,000 | \$ 34.5 | D | Â |
| Stock Option (Right to Buy) | 01/28/2002 | 01/28/2010 | Common Stock | 5,000 | \$ 26.375 | D | Â |
| Stock Option (Right to Buy) | 05/29/2003 | 05/29/2011 | Common Stock | 10,000 | \$ 29.16 | D | Â |
| Stock Option (Right to Buy) | 01/25/2004 | 01/25/2012 | Common Stock | 9,000 | \$ 32.22 | D | Â |
| Stock Option (Right to Buy) | 01/24/2005 | 01/24/2013 | Common Stock | 7,000 | \$ 25.11 | D | Â |
| Stock Option (Right to Buy) | Â <u>(2)</u> | 01/23/2014 | Common Stock | 7,200 | \$ 31.52 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 01/22/2009 | Common Stock | 6,480 | \$ 33.75 | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Common Stock | 7,500 | \$ <u>(5)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Thomas J 2801 80TH STREET KENOSHA, WI 53141 | Â | Â | Â VP - President, Diag. & Info. | Â |

Signatures

Jason D. Bartel under Power of Attorney for Thomas J. Ward 03/23/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 amendment is being filed for the sole purpose of including the power of attorney attached hereto.

(2) One half of the option vested on 1/23/2005 and the other half vests on 1/23/2006.

(3) One half of the option vests on 2/18/2006 and the other half vests on 2/18/2007.

(4) The units vest on the achievement of certain company initiatives over the 2003-2005 period.

(5) 1 for 1

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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