

RENSI EDWARD H
Form 4
May 01, 2007

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 *
RENSI EDWARD H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

SNAP-ON INCORPORATED, 2801 80TH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

KENOSHA,, WI 53143

(City) (State) (Zip)

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 (A) or (D) Price | | | |
| Common Stock | 04/30/2007 | | A | 1,827 A \$ 0 (1) | 19,409.382 (2) | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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| 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) | 8. Price of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Option (Right to Buy) | \$ 43.6875 | | | | | 04/24/1998 04/24/2008 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 31.938 | | | | | 04/23/1999 04/23/2009 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 26.4375 | | | | | 04/28/2000 04/28/2010 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 29.36 | | | | | 04/27/2001 04/27/2011 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 32.08 | | | | | 04/25/2002 04/25/2012 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 28.43 | | | | | 04/24/2003 04/24/2013 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 33.55 | | | | | 04/23/2004 04/23/2014 | | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 32.76 | | | | | 04/22/2005 04/22/2015 | | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RENSI EDWARD H SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA,, WI 53143 | | X | | |

Signatures

Kenneth V. Hallett under Power of Attorney for Edward H.
Rensi

05/01/2007

__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) Grant of restricted stock from the Company.

(2) Includes 96.332 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan. Also corrects addition error in total in prior filing.

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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