Ward Thomas J Form 4 February 11, 2011

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person $\underline{\ }^*$ Ward Thomas $J$			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)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an applicable)		
2801 80TH S	TREET		(Month/Day/Year) 02/09/2011	Director 10% Owner _X_ Officer (give title Other (specify below)  Sr VP & President - RS&I Group		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
KENOSHA, WI 53143			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, 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	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			G 1 17	or	(Instr. 3 and 4)		

Code V Amount (D) Price

Common 12,516.007 D Stock

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)

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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. Transacti Code (Instr. 8)	5. Number on Derivative Securities (A) or Dis (D) (Instr. 3, 4)	Acquired sposed of			7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 31.52						01/23/2006	01/23/2014	Commor Stock
Stock Option (Right to Buy)	\$ 33.75						02/18/2007	02/18/2015	Commor Stock
Stock Option (Right to Buy)	\$ 31.48						02/18/2007	04/01/2015	Commor Stock
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	Commor Stock
Stock Option (Right to Buy)	\$ 37.47						04/27/2008	04/27/2016	Commor Stock
Stock Option (Right to Buy)	\$ 50.22						02/15/2010	02/15/2017	Commor Stock
Stock Option (Right to Buy)	\$ 54.5						04/30/2010	04/30/2017	Commor Stock
Stock Option (Right to Buy)	\$ 51.75						02/13/2009(1)	02/13/2018	Commor Stock
Stock Option (Right to Buy)	\$ 29.69						02/11/2010(1)	02/11/2019	Commor Stock
Stock Option (Right to Buy)	\$ 41.01						02/10/2011(1)	02/10/2020	Commor Stock
Stock Option (Right to Buy)	\$ 58.94	02/09/2011		A	42,000		02/09/2012(1)	02/09/2021	Commor Stock
Restricted Stock	<u>(3)</u>	02/09/2011		D <u>(4)</u>		20,600	<u>(4)</u>	<u>(4)</u>	Commor Stock
	<u>(3)</u>						<u>(5)</u>	(5)	

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Restricted Stock Units							Commor Stock
Restricted Stock Units	(3)	02/09/2011	A(6)	6,466	<u>(6)</u>	(6)	Commor Stock
Restricted Stock Units	(3)	02/09/2011	A	10,822	<u>(7)</u>	<u>(7)</u>	Commor Stock
Performance Units	(3)				<u>(8)</u>	(8)	Commor Stock
Performance Units	(3)				<u>(9)</u>	<u>(9)</u>	Commor Stock
Performance Units	<u>(3)</u>	02/09/2011	A	10,823	(10)	(10)	Commor Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ward Thomas J 2801 80TH STREET KENOSHA, WI 53143

Sr VP & President - RS&I Group

## **Signatures**

Ryan S. Lovitz under Power of Attorney for Thomas J.
Ward

02/11/2011

\*\*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) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (2) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (**3**) 1 for 1.
- (4) Based on company performance during the 2008-2010 period, none of the stock vested.
- (5) The restricted stock units were earned based on company performance during 2009. Assuming continued employment on the payment date, which will occur in February 2012, the units will then vest in one installment and the shares will be issued.
- Based on company performance during 2010, approximately 145.5% 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). Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and the shares will be issued.
- The restricted stock units may be earned based on the achievement of certain company goals during 2011. Assuming continued employment on the payment date, which will occur in February 2014, the units will then vest in one installment and shares will be issued. 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 2009-2011 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.

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- (9) If the company achieves certain goals over the 2010-2012 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 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.

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.