

Boyd Iain
Form 4
February 10, 2012

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 *
Boyd Iain

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)
2801 80TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2012

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

V.P. - Human Resources

KENOSHA, WI 53143

(City) (State) (Zip)

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

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 | (D) | Price | | | |
| Common Stock | 02/08/2012 | | M ⁽¹⁾ | | 977 | A | 11 | 3,318.144 | D | |
| Common Stock | 02/08/2012 | | F ⁽²⁾ | | 366 | D | \$ 60 | 2,952.144 | D | |
| Common Stock | | | | | | | | 546.672 | I | By 401(k) Plan |

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

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number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | |
| Stock Option (Right to Buy) | \$ 39.35 | | | | | | 02/16/2008 | 02/16/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 50.22 | | | | | | 02/15/2010 | 02/15/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 51.75 | | | | | | 02/13/2011 | 02/13/2018 | Common Stock |
| Stock Option (Right to Buy) | \$ 29.69 | | | | | | 02/11/2010 ⁽³⁾ | 02/11/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 41.01 | | | | | | 02/10/2011 ⁽³⁾ | 02/10/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 58.94 | | | | | | 02/09/2012 ⁽³⁾ | 02/09/2021 | Common Stock |
| Stock Option (Right to Buy) | \$ 60 | 02/08/2012 | | A | 12,000 | | 02/08/2013 ⁽³⁾ | 02/08/2022 | Common Stock |
| Restricted Stock Units | <u>(5)</u> | | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 02/08/2012 | | A ⁽⁷⁾ | 1,441 | | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Restricted Stock Units | <u>(5)</u> | 02/08/2012 | | A | 2,928 | | <u>(8)</u> | <u>(8)</u> | Common Stock |
| Performance Units | <u>(5)</u> | 02/08/2012 | | M ⁽¹⁾ | | 977 | <u>(1)</u> | <u>(1)</u> | Common Stock |
| Performance Units | <u>(5)</u> | 02/08/2012 | | D ⁽¹⁾ | | 984 | <u>(1)</u> | <u>(1)</u> | Common Stock |

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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.

- (12) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

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.