SNAP ON INC Form 4 August 21, 2008

### FORM 4

### OMB APPROVAL

5. Relationship of Reporting Person(s) to

Issuer

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005
Estimated average burden hours per

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

**SECURITIES** 

response... 0.5

1(b).

(Print or Type Responses)

ELLEN MARTIN M

1. Name and Address of Reporting Person \*

		•	SNAP ON INC [SNA]						(Check all applicable)			
(Last) 2801 80TH	(Month	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2008					Director 10% Owner X Officer (give title Other (specify below) SVP Finance & CFO					
(Street) 4. If Amendment, Date Filed(Month/Day/Year) KENOSHA, WI 53143										; Person		
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if TransactionAcquired (A) or Code Disposed of (D) Day/Year) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		O) 15)	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)				
Common Stock								520.639	I	401(k) Plan		
Common Stock	08/20/2008		G	V	357	A	(2)	34,000	I	By Limited Partnership (1)		
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.												
	inforn requir displa	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)						

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## $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)				ie e	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.52					01/23/2006	01/23/2014	Common Stock	31,828
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock	40,000
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	42,000
Stock Option (Right to Buy)	\$ 50.22					<u>(3)</u>	02/15/2017	Common Stock	40,000
Stock Option (Right to Buy)	\$ 51.75					<u>(4)</u>	02/13/2018	Common Stock	42,000
Deferred Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	6,030.4865
Restricted Stock	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	24,000
Restricted Stock	<u>(5)</u>					<u>(8)</u>	(8)	Common Stock	18,500
Restricted Stock	<u>(5)</u>					<u>(9)</u>	(9)	Common Stock	20,640

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### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ELLEN MARTIN M 2801 80TH STREET KENOSHA, WI 53143

SVP Finance & CFO

### **Signatures**

Kenneth V. Hallett under Power of Attorney for Martin M. Ellen

08/20/2008

\*\*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) Shares are held by Martin Robin Partners LP.
- (2) Change in form of beneficial ownership by contribution to the partnership. These shares were previously reported as directly owned.
- (3) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (4) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (**5**) 1 for 1.
- (6) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (7) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (9) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.

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.

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