SNAP ON INC Form 4 November 02, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

burden hours per response... 0.5

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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).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NYBERG LARS

SNAP ON INC [SNA]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

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

SNAP-ON INCORPORATED, 2801

(Street)

10/31/2005

6. Individual or Joint/Group Filing(Check

7. Nature of

Ownership

(Instr. 4)

Indirect

80TH STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

KENOSHA, WI 53141

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. I Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Underlying Securities De Security or Exercise any Code Derivative (Month/Day/Year) (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Securit Acquir (A) or Dispos of (D) (Instr. and 5)	ired r osed) . 3, 4,					(Ins
			Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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	
Deferred Stock Unit	\$ 0 (1)	10/31/2005	A(2)		520		(3)	(3)	Common Stock	520	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
NYBERG LARS SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53141	X						

Signatures

Jason D. Bartel under Power of Attorney for Lars Nyberg	11/02/2005
**Signature of Reporting Person	Date

Reporting Owners 2

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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) 1 for 1.
- (2) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (3) Scheduled for issuance in lump sum after the earliest of a date specified in advance of the deferral by the reporting person, or on death or retirement from the Board.

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.