

SNAP ON INC
Form 4
August 15, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
ELLEN MARTIN M

(Last) (First) (Middle)
2801 80TH STREET
(Street)

KENOSHA, WI 53143

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP Finance & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					520,639 ⁽²⁾	I	401(k) Plan
Common Stock					33,643	I	By Limited Partnership ⁽¹⁾
Common Stock	08/14/2008		M	10,000 A \$ 31.52	10,000	D	
Common Stock	08/14/2008		S	9,643 D \$ 58.9 357		D	

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

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SEC 1474
(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 31.52	08/14/2008		M		10,000		01/23/2006	01/23/2014	Common Stock	10,000
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	6,030,400 <u>(7)</u>
Restricted Stock	<u>(5)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock	24,000
Restricted Stock	<u>(5)</u>							<u>(9)</u>	<u>(9)</u>	Common Stock	18,500
Restricted Stock	<u>(5)</u>							<u>(10)</u>	<u>(10)</u>	Common Stock	20,600

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 08/15/2008

__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) This information is based on a plan statement dated 8/13/2008.
- (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) Includes 30.0573 deferred stock units acquired through exempt dividend reinvestments.
- (8) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (9) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (10) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (11) Exercise of Rule 16b-3 stock option.

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