

PINCHUK NICHOLAS T
Form 4
January 25, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PINCHUK NICHOLAS T

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)
01/24/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

KENOSHA, WI 53143

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

(City) (State) (Zip)

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 or Price		
Common Stock	01/24/2012		M ⁽¹⁾		8,787 (1)	A	\$ 30.06 43,997.477 D
Common Stock	01/25/2012		M ⁽¹⁾		31,213 (1)	A	\$ 30.06 75,210.477 D
Common Stock	01/24/2012		S ⁽¹⁾		8,787 (1)	D	\$ 55 66,423.477 D
Common Stock	01/25/2012		S ⁽¹⁾		18,713 (1)	D	\$ 55.011 47,710.477 D (2)
Common Stock							671.476 I 401(k) Plan

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

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 30.06	01/24/2012		<u>M</u> ⁽¹⁾	8,787 <u>(1)</u>	06/27/2004	06/27/2012	Common Stock
Stock Option (Right to Buy)	\$ 30.06	01/25/2012		<u>M</u> ⁽¹⁾	31,213 <u>(1)</u>	06/27/2004	06/27/2012	Common Stock
Stock Option (Right to Buy)	\$ 25.11					01/24/2005	01/24/2013	Common Stock
Stock Option (Right to Buy)	\$ 31.52					01/23/2006	01/23/2014	Common Stock
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock
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 ⁽⁴⁾	02/11/2019	Common Stock

Stock Option (Right to Buy)	\$ 41.01	02/10/2011 ⁽⁴⁾	02/10/2020	Common Stock
Stock Option (Right to Buy)	\$ 58.94	02/09/2012 ⁽⁴⁾	02/09/2021	Common Stock
Restricted Stock Units	(5)	(6)	(6)	Common Stock
Restricted Stock Units	(5)	(7)	(7)	Common Stock
Performance Units	(5)	(8)	(8)	Common Stock
Performance Units	(5)	(9)	(9)	Common Stock
Performance Units	(5)	(10)	(10)	Common Stock
Deferred Stock Units	(5)	(11)	(11)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINCHUK NICHOLAS T 2801-80TH STREET KENOSHA, WI 53143	X		Chairman, President and CEO	

Signatures

Ryan S. Lovitz under Power of Attorney for Nicholas T.
Pinchuk

01/25/2012

 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) The option was exercised, and a portion of the underlying shares were sold to cover the exercise price and estimated tax liability, pursuant to a Rule 10b5-1 Plan.
This transaction was executed in multiple trades at prices ranging from \$55.00 to \$55.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (2) This transaction was executed in multiple trades at prices ranging from \$55.00 to \$55.06. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (3) Exercise of Rule 16b-3 stock option.
- (4) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (5) 1 for 1.
- (6)

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The restricted stock units were earned based on company performance during 2010. Assuming continued employment through the end of fiscal 2012, the units will then vest in one installment and the shares will be issued shortly thereafter.

- (7) The restricted stock units may be earned based on the achievement of certain company goals during 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported subject to plan limits.
- (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 subject to plan limits.
- (9) If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The grant reported above represents the target number of units that may be earned; the maximum amount is 200% of the number reported subject to plan limits.
- (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 subject to plan limits.
- (11) 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.

Remarks:

The option was exercised, and a portion of the underlying shares were sold to cover the exercise price and estimated tax liability.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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