

Ward Thomas J
 Form 4
 February 15, 2008

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 *
 Ward Thomas J

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)
 02/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP & President - Tools

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/13/2008 | | A ⁽¹³⁾ | V Amount (D) Price 2,700 A <u>(13)</u> | 3,171.823 ⁽¹⁾ <u>(2)</u> | 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)

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| 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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 34.5 | | | | | 01/22/2001 | 01/22/2009 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 29.16 | | | | | 05/29/2003 | 05/29/2011 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 32.22 | | | | | 01/25/2004 | 01/25/2012 | Common Stock | 9,000 |
| Stock Option (Right to Buy) | \$ 31.52 | | | | | 01/23/2006 | 01/23/2014 | Common Stock | 7,200 |
| Stock Option (Right to Buy) | \$ 33.75 | | | | | 02/18/2007 | 02/18/2015 | Common Stock | 6,480 |
| Stock Option (Right to Buy) | \$ 31.48 | | | | | 02/18/2007 | 04/01/2015 | Common Stock | 3,220 |
| Stock Option (Right to Buy) | \$ 39.35 | | | | | <u>(3)</u> | 02/16/2016 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 37.47 | | | | | <u>(4)</u> | 04/27/2016 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 50.22 | | | | | <u>(7)</u> | 02/15/2017 | Common Stock | 40,000 |

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| | | | | | | | | |
|-----------------------------|----------|------------|---|--------|------|------------|--------------|----------------|
| Stock Option (Right to Buy) | \$ 54.5 | | | | (11) | 04/30/2017 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 51.75 | 02/13/2008 | A | 40,000 | (14) | 02/13/2018 | Common Stock | 40,000 |
| Restricted Stock | (5) | | | | (6) | (6) | Common Stock | 12,000 |
| Restricted Stock | (5) | | | | (9) | (9) | Common Stock | 18,500 |
| Restricted Stock | (5) | 02/13/2008 | A | 20,600 | (15) | (15) | Common Stock | 20,600 |
| Deferred Stock Units | (5) | | | | (10) | (10) | Common Stock | 6.6353 (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Thomas J 2801 80TH STREET KENOSHA, WI 53143 | | | Sr VP & President - Tools | |

Signatures

Kenneth V. Hallett under Power of Attorney for Thomas J. Ward
02/14/2008

__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) Includes shares acquired through exempt purchases under the Company's Employee Stock Purchase Plan.
- (2) Includes 7.932 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (3) One half of the option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- (4) One half of the option vested on 4/27/2007 and the remainder vests on 4/27/2008.
- (5) One for one.
- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) One third of the option vests on each of 2/15/2008, 2/15/2009 and 2/15/2010.
- (8) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (9) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

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- (10) Payments 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.
- (11) One third of the option vests on each of 4/30/2008, 4/30/2009 and 4/30/2010.
- (12) Includes .1421 deferred stock units acquired through exempt dividend reinvestments.
- (13) Vesting of performance stock-based award based on the achievement of certain company initiatives over the 2005-2007 period.
- (14) One third of the option vests on each of 2/13/2009, 2/13/2010 and 2/13/2011.
- (15) 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.

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