

SNAP ON INC

Form 4

December 07, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MARRINAN SUSAN F

(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)  
12/05/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

VP, Secretary, C.L.O.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 12/05/2006                              |                                                             | M                                    |                                                                         | 30,000                                                                                                             | A                                                                       | \$ 29.36 33,500.63                                                |
| Common<br>Stock                       | 12/05/2006                              |                                                             | M                                    |                                                                         | 20,000                                                                                                             | A                                                                       | \$ 32.22 53,500.63                                                |
| Common<br>Stock                       | 12/05/2006                              |                                                             | S                                    |                                                                         | 50,000                                                                                                             | D                                                                       | \$ 47.579 3,500.63                                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 512.75                                                            |

I 401(k)  
Plan

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 39.71                                                              |                                         |                                                             |                                         |                                                                                                              | 01/23/2000                                                     | 01/23/2008         | Common<br>Stock                                                     | 15,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 34.5                                                               |                                         |                                                             |                                         |                                                                                                              | 01/22/2001                                                     | 01/22/2009         | Common<br>Stock                                                     | 25,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 29.36                                                              | 12/05/2006                              |                                                             | M                                       | 30,000                                                                                                       | 04/27/2003                                                     | 04/27/2011         | Common<br>Stock                                                     | 30,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 32.22                                                              | 12/05/2006                              |                                                             | M                                       | 20,000                                                                                                       | 01/25/2004                                                     | 01/25/2012         | Common<br>Stock                                                     | 20,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.52                                                              |                                         |                                                             |                                         |                                                                                                              | 01/23/2006                                                     | 01/23/2014         | Common<br>Stock                                                     | 16,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 33.75                                                              |                                         |                                                             |                                         |                                                                                                              | <u>(2)</u>                                                     | 02/18/2015         | Common<br>Stock                                                     | 13,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 39.35                                                              |                                         |                                                             |                                         |                                                                                                              | <u>(3)</u>                                                     | 02/16/2016         | Common<br>Stock                                                     | 12,000                              |

|                        |     |     |     |                 |       |
|------------------------|-----|-----|-----|-----------------|-------|
| Deferred<br>Stock Unit | (4) | (5) | (5) | Common<br>Stock | 2,188 |
| Restricted<br>Stock    | (4) | (6) | (6) | Common<br>Stock | 7,000 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                        |       |
|-----------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                           | Director      | 10% Owner | Officer                | Other |
| MARRINAN SUSAN F<br>2801 80TH STREET<br>KENOSHA, WI 53143 |               |           | VP , Secretary, C.L.O. |       |

## Signatures

Jason D. Bartel under Power of Attorney for Susan F. Marrinan 12/07/2006

\_\_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) Grant of stock option from the Company. There is not a price for the security.
- (2) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.
- (3) One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.
- (4) 1 for 1.
- (5) 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.
- (6) The units vest on the achievement of certain company initiatives over the 2006-2008 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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