

SNAP ON INC  
Form 4  
February 20, 2007

**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 \*  
**BILAND ALAN T**

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

KENOSHA, WI 53141

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2007

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)  
Sr. V.P. and President SOTCLLC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,710.044   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,194.412 <sup>(1)</sup>  | 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)

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**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)                | \$ 45.75   |                                      |  |                                |   |  |     | 04/06/1998  | 04/06/2008      | Common Stock | 5,000                |
| Stock Option (Right to Buy)                | \$ 34.5  |                                      |  |                                |   |  |     | 01/22/2001  | 01/22/2009      | Common Stock | 12,000               |
| Stock Option (Right to Buy)                | \$ 29.36   |                                      |  |                                |   |  |     | 04/27/2003  | 04/27/2011      | Common Stock | 20,000               |
| Stock Option (Right to Buy)                | \$ 26.23   |                                      |  |                                |   |  |     | 06/21/2003  | 06/21/2011      | Common Stock | 10,000               |
| Stock Option (Right to Buy)                | \$ 32.22   |                                      |  |                                |   |  |     | 01/25/2004  | 01/25/2012      | Common Stock | 20,000               |
| Stock Option (Right to Buy)                | \$ 25.11   |                                      |  |                                |   |  |     | 01/24/2005  | 01/24/2013      | Common Stock | 13,500               |
| Stock Option (Right to Buy)                | \$ 31.52   |                                      |  |                                |   |  |     | 01/23/2006  | 01/23/2014      | Common Stock | 13,500               |
| Stock Option (Right to Buy)                | \$ 33.75   |                                      |  |                                |   |  |     | 02/18/2007  | 02/18/2015      | Common Stock | 14,000               |
| Stock Option                               | \$ 31.48   |                                      |  |                                |   |  |     | 02/18/2007  | 04/01/2015      | Common Stock | 16,000               |

(Right to Buy)

|                             |          |            |   |        |     |            |              |        |
|-----------------------------|----------|------------|---|--------|-----|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 39.35 |            |   |        | (2) | 02/16/2016 | Common Stock | 42,000 |
| Stock Option (Right to Buy) | \$ 50.22 | 02/15/2007 | A | 40,000 | (6) | 02/15/2017 | Common Stock | 40,000 |
| Deferred Stock Units        | (3)      |            |   |        | (4) | (4)        | Common Stock | 12,668 |
| Restricted Stock            | (3)      |            |   |        | (5) | (5)        | Common Stock | 24,000 |
| Restricted Stock            | (3)      | 02/15/2007 | A | 18,500 | (8) | (8)        | Common Stock | 18,500 |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BILAND ALAN T<br>2801-80TH STREET<br>KENOSHA, WI 53141 |               |           | Sr. V.P. and President SOTCLLC |       |

## Signatures

Susan F. Marrinan under Power of Attorney for Alan T. Biland 02/20/2007

\_\_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) This information is based on a plan statement dated 12/31/06.
- (2) One half of the option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- (3) 1 for 1.
- (4) 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.
- (5) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (6) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.
- (7) This transaction was an option grant . Accordingly, the reporting person did not pay a price to obtain the option.
- (8) The stock vests on the achievement of certain company initiatives over the 2007-2009 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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