

ELLEN MARTIN M
Form 4
February 13, 2009

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

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 *
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)
02/11/2009

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	(A) or (D)	Price
Common Stock	02/11/2009		M ⁽¹⁾		8,298	A	(\$)
Common Stock	02/11/2009		F ⁽²⁾		8,298	D	\$ 29.69
Common Stock					34,000	I	By Limited Partnership ⁽³⁾
Common Stock					542,055 ⁽⁴⁾	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 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
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					(5) 02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75					(6) 02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69	02/11/2009		A	42,000	(7) 02/11/2019	Common Stock
Restricted Stock	(9)	02/11/2009		M ⁽¹⁾	24,000	(1) (1)	Common Stock
Restricted Stock	(9)					(10) (10)	Common Stock
Restricted Stock	(9)					(11) (11)	Common Stock
Restricted Stock Units	(9)	02/11/2009		A	13,074	(12) (12)	Common Stock
Performance Units	(9)	02/11/2009		A	13,074	(13) (13)	Common Stock

Deferred Stock Units	(9)	02/11/2009	M ⁽¹⁾	15,702	(14)	(14)	Common Stock
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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	02/13/2009
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 **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) Vesting of restricted stock based on the achievement of certain company initiatives over the 2006-2008 period; 100% of the stock vested.
- (2) Shares to cover tax withholding obligations were withheld upon the vesting of the restricted stock.
- (3) Shares are held by Martin Robin Partners LP.
- (4) This information is based on a plan statement dated 12/31/2008.
- (5) 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.
- (6) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (7) One third of the option vests on each of 2/11/2010, 2/11/2011, and 2/11/2012.
- (8) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (9) 1 for 1.
- (10) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (11) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
The restricted stock units may be earned based on the achievement of certain company goals during 2009. Assuming continued
- (12) employment on the payment date, which will occur within 30 days after the end of fiscal 2011, the units will then vest in one installment and shares will be issued.
- (13) If the company achieves certain goals over the 2009-2011 period, the performance units will vest and stock will be awarded.
- (14) 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.
- (15) Includes 77.775 deferred stock units acquired through exempt dividend reinvestments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.