

SNAP-ON Inc
Form 4
October 28, 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 *
JOHNSEN CONSTANCE

(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)
10/24/2008

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 below) ___ Other (specify below)
Vice President and Controller

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 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					20.438 ⁽¹⁾ ₍₁₀₎	D	
Common Stock	10/24/2008		I	8,028.504 A \$ 34.72	8,028.504	I	By Deferred Compensation Plan

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

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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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)					(3)	(3)	Common Stock	1,118.26 (4)
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	2,160
Stock Option (Right to Buy)	\$ 50.22					(5)	02/15/2017	Common Stock	4,300
Stock Option (Right to Buy)	\$ 51.75					(6)	02/13/2018	Common Stock	4,320
Restricted Stock	(2)					(7)	(7)	Common Stock	2,500
Restricted Stock	(2)					(8)	(8)	Common Stock	1,700
Restricted Stock	(2)					(9)	(9)	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSEN CONSTANCE 2801 80TH STREET KENOSHA, WI 53143			Vice President and Controller	

Signatures

Kenneth V. Hallett under Power of Attorney for Constance R.
Johnsen

10/27/2008

__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 20.308 shares acquired under the Snap-on Incorporated Employee Stock Purchase Plan.
- (2) 1 for 1.
- (3) Payment will begin within 30 days first beginning after the date specified in advance of the deferral by the reporting person, death, disability or termination of employment.
- (4) Includes 18.26 deferred stock units acquired through exempt dividend reinvestments.
- (5) One third of the option vests on each of 2/15/2008, 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) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (9) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (10) Includes 0.104 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.

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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