

KELLY ARTHUR L
Form 4
April 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
KELLY ARTHUR L

(Last) (First) (Middle)

KEL ENTERPRISES L.P., 20
SOUTH CLARK STREET, SUITE
2222

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SNAP-ON Inc [SNA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2012

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)

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)
Common Stock					20,000	I	By Trusts (1)
Common Stock	04/23/2012		M	3,000 A	\$ 32.08 28,308.428 (2)	D	
Common Stock	04/23/2012		S	1,590 D	\$ 60.6027 26,718.428 (3)	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)

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.08	04/23/2012		M		3,000	04/25/2002	04/25/2012	Common Stock	3,000
Stock Option (Right to Buy)	\$ 28.43						04/24/2003	04/24/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 33.55						04/23/2004	04/23/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.76						04/22/2005	04/22/2015	Common Stock	3,000
Deferred Stock Units	(5)						(6)	(6)	Common Stock	28,912.4 (7)
Restricted Stock Units	(5)						(8)	(8)	Common Stock	7,628

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY ARTHUR L KEL ENTERPRISES L.P.	X			

20 SOUTH CLARK STREET, SUITE 2222
CHICAGO, IL 60603

Signatures

Ryan S. Lovitz under Power of Attorney for Arthur L.
Kelly

04/24/2012

**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) Shares reported are held by the Kelly Family Trust and the A.L. Kelly Trust for which the reporting person is a trustee and beneficiary.
- (2) Includes 141.854 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
This transaction was executed in multiple trades at prices ranging from \$60.60 to \$60.62. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (3) Exercise of Rule 16b-3 stock option.
- (4) 1 for 1.
- (5) Scheduled for issuance in ten equal annual installments after the earliest of July 1, 2012, termination of service as a director, death or upon a change in control.
- (6) Includes 162.054 deferred stock units acquired through exempt dividend reinvestments.
All restrictions lapse upon the earliest of retirement from the Board, death or a change in control; the reporting person will receive the underlying shares upon the earliest of July 1, 2012 (in which case he will receive them in ten equal installments), death or a change in control.
- (7) Includes 162.054 deferred stock units acquired through exempt dividend reinvestments.
- (8) All restrictions lapse upon the earliest of retirement from the Board, death or a change in control; the reporting person will receive the underlying shares upon the earliest of July 1, 2012 (in which case he will receive them in ten equal installments), death or a change in control.

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.