

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-05-08** | Period of Report: **2006-05-04**  
SEC Accession No. **0001245031-06-000041**

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### ISSUER

#### SNAP ON INC

CIK: **91440** | IRS No.: **390622040** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **3420** Cutlery, handtools & general hardware

Mailing Address  
10801 CORPORATE DRIVE  
KENOSHA WI 53141

Business Address  
10801 CORPORATE DRIVE  
KENOSHA WI 53141-1430  
4146565200

### REPORTING OWNER

#### BRADY SHARON M

CIK: **1245027**  
Type: **4** | Act: **34** | File No.: **001-07724** | Film No.: **06818314**

Mailing Address  
10801 CORPORATE DRIVE  
PLEASANT PRAIRIE WI 53156

Business Address  
10801 CORPORATE DRIVE  
PLEASANT PRAIRIE WI  
53156  
2626565200

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>BRADY SHARON M</b>			2. Issuer Name and Ticker or Trading Symbol <b>SNAP ON INC [SNA]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>V.P. - Chief H.R. Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/04/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
2801 80TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>KENOSHA, WI 53143</b>								
(City)	(State)	(Zip)						

**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	05/04/2006		M		25,000	A	\$26.375	25,000	D	
Common Stock	05/04/2006		S		25,000	D	\$41.128	0	D	
Common Stock								566.87	I	401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$33.25							01/23/2000	12/16/2008	Common Stock	15,000	15,000	D	
Stock Option (Right to Buy)	\$34.5							01/22/2001	01/22/2009	Common Stock	20,000	20,000	D	

Stock Option (Right to Buy)	\$26.375	05/04/2006		<u>M</u>			25,000	01/28/2002	01/28/2010	Common Stock	25,000	(1)	21,209	D
Stock Option (Right to Buy)	\$29.36							04/27/2003	04/27/2011	Common Stock	20,000		20,000	D
Stock Option (Right to Buy)	\$32.22							01/25/2004	01/25/2012	Common Stock	20,000		20,000	D
Stock Option (Right to Buy)	\$31.52							01/23/2006	01/23/2014	Common Stock	15,000		15,000	D
Stock Option (Right to Buy)	\$33.75						(2)		02/18/2015	Common Stock	13,000		13,000	D
Stock Option (Right to Buy)	\$39.35						(3)		02/16/2016	Common Stock	14,000		14,000	D
Deferred Stock Units	(4)						(5)	(5)		Common Stock	2,188		2,188	D
Restricted Stock	(4)						(6)	(6)		Common Stock	8,000		8,000	D

**Explanation of Responses:**

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 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.

**Signatures**

Jason D. Bartel under Power of Attorney for Sharon M. Brady

\*\* Signature of Reporting Person

05/08/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**