

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-28**
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REPORTING OWNER

KASSOUF THOMAS L.

CIK: **1420599**

Type: **4** | Act: **34** | File No.: **001-07724** | Film No.: **10870167**

Mailing Address
2801 80TH STREET
KENOSHA WI 53143

ISSUER

SNAP-ON Inc

CIK: **91440** | IRS No.: **390622040** | State of Incorporation: **DE** | Fiscal Year End: **0103**
SIC: **3420** Cutlery, handtools & general hardware

Mailing Address
2801 80TH STREET
KENOSHA WI 53143

Business Address
2801 80TH STREET
KENOSHA WI 53143
4146565200

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

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 KASSOUF THOMAS L.			2. Issuer Name and Ticker or Trading Symbol SNAP-ON Inc [SNA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SVP & Pres - Tools		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
SNAP-ON INCORPORATED, 2801 80TH STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) KENOSHA, WI 53143								
(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								36	D	
Common Stock	05/28/2010		I		1,131.222	D	\$44.2	4,502.38 ⁽¹⁾	I	By 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)	\$39.35							02/16/2008	02/16/2016	Common Stock	3,240	3,240	D	
Stock Option (Right to Buy)	\$50.22							02/15/2010	02/15/2017	Common Stock	6,480	6,480	D	
Stock Option	\$54.5							04/30/2010	04/30/2017	Common Stock	6,000	6,000	D	

(Right to Buy)														
Stock Option (Right to Buy)	\$51.75						(2)	02/13/2018	Common Stock	20,000		20,000	D	
Stock Option (Right to Buy)	\$29.69						(3)	02/11/2019	Common Stock	22,500		22,500	D	
Stock Option (Right to Buy)	\$41.01						(4)	02/10/2020	Common Stock	25,000		25,000	D	
Restricted Stock	(5)						(6)	(6)	Common Stock	6,900		6,900	D	
Restricted Stock Units	(5)						(7)	(7)	Common Stock	3,030		3,030	D	
Restricted Stock Units	(5)						(8)	(8)	Common Stock	6,136		6,136	D	
Performance Units	(5)						(9)	(9)	Common Stock	5,349		5,349	D	
Performance Units	(5)						(10)	(10)	Common Stock	6,137		6,137	D	
Deferred Stock Units	(5)						(11)	(11)	Common Stock	1,159.29 ⁽¹²⁾		1,159.29 ⁽¹²⁾	D	

Explanation of Responses:

- This information is based on the plan balance on the date of the transaction.
- One third of the option vested on each of 2/13/2009 and 2/13/2010, and one third will vest on 2/13/2011.
- One third of the option vested on 2/11/2010, and one third vests on each of 2/11/2011 and 2/11/2012.
- One third of the option vests on each of 2/10/2011, 2/10/2012 and 2/10/2013.
- 1 for 1.
- The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- The restricted stock units were earned based on company performance during 2009. Assuming continued employment on the payment date, which will occur in February 2012, the units will then vest in one installment and the shares will be issued.
- The restricted stock units may be earned based on the achievement of certain company goals during 2010. Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and shares will be issued. The grant reported above represents the target number of units that may be earned; the maximum amount is 200% of the number reported.
- If the company achieves certain goals over the 2009-2011 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- 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.
- This information is based on a plan statement dated March 31, 2010.

Signatures

Kenneth V. Hallett under Power of Attorney for Thomas L. Kassouf

** Signature of Reporting Person

06/01/2010

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Irwin M. Shur, Daniel J. Garramone, Jr., Kenneth V. Hallett, Ryan S. Lovitz and Ryan P. Morrison, signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Snap-on Incorporated (the Company), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, or other form or report, complete and execute any amendment or amendments thereto, and timely file such form or report with the SEC and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact,

may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney revokes any previous Power of Attorney filed with the Company for the purposes set forth herein and shall remain in full force and effect until the undersigned is no longer

required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless expressly revoked before that time.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of April, 2008.

/s/ Thomas L. Kassouf

Thomas L. Kassouf