

Banerjee Anup R
Form 4
July 23, 2018

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 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 *
Banerjee Anup R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP & Chief Devel. Officer

SNAP-ON
INCORPORATED, 2801-80TH
STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price			
Common Stock	07/19/2018		M ⁽¹⁾	6,500 A \$ 79.04	7,293	D	
Common Stock	07/19/2018		M ⁽¹⁾	13,000 A \$ 109.43	20,293	D	
Common Stock	07/19/2018		M ⁽¹⁾	16,000 A \$ 138.03	36,293	D	
Common Stock	07/19/2018		S ⁽¹⁾	35,500 D \$ 172	793	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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Stock Option (Right to Buy)	\$ 79.04	07/19/2018		<u>M</u> ⁽¹⁾	6,500	<u>(2)</u>	02/13/2023	Common Stock	
Stock Option (Right to Buy)	\$ 109.43	07/19/2018		<u>M</u> ⁽¹⁾	13,000	<u>(2)</u>	02/13/2024	Common Stock	
Stock Option (Right to Buy)	\$ 138.03	07/19/2018		<u>M</u> ⁽¹⁾	16,000	02/11/2017 ⁽⁴⁾	02/11/2026	Common Stock	
Stock Option (Right to Buy)	\$ 144.69					<u>(2)</u>	02/12/2025	Common Stock	
Stock Option (Right to Buy)	\$ 168.7					02/09/2018 ⁽⁴⁾	02/09/2027	Common Stock	
Stock Option (Right to Buy)	\$ 161.18					02/15/2019 ⁽⁴⁾	02/15/2028	Common Stock	
Restricted Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	
Restricted Stock Units	<u>(5)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	
Restricted Stock Units	<u>(5)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	
Performance Units	<u>(5)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock	
Performance Units	<u>(5)</u>					<u>(10)</u>	<u>(10)</u>	Common Stock	

Performance Units	(5)	(11)	(11)	Common Stock
Deferred Stock Units	(5)	(12)	(12)	Common Stock 7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Banerjee Anup R SNAP-ON INCORPORATED 2801-80TH STREET KENOSHA, WI 53143			Sr VP & Chief Devel. Officer	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Anup R.
Banerjee

07/20/2018

__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) The option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.
- (2) Option fully vested.
- (3) Exercise of Rule 16b-3 stock option pursuant to a Rule 10b5-1 Plan.
- (4) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (5) 1 for 1.
- (6) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (7) The restricted stock units were earned based on Company performance during fiscal 2017. Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (8) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2018. Assuming continued employment through the end of fiscal 2020, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum number is 200% of the number reported, subject to plan limits.
- (9) If the Company achieves certain goals over the 2016-2018 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, subject to plan limits.
- (10) If the Company achieves certain goals over the 2017-2019 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, subject to plan limits.
- (11) If the Company achieves certain goals over the 2018-2020 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, subject to plan limits.
- (12) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (13) This information is based on a plan statement dated June 30, 2018.

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.