

SNAP ON INC  
Form 4  
January 04, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**MICHAELS JACK D**

(Last) (First) (Middle)

**SNAP-ON  
INCORPORATED, 10801  
CORPORATE DRIVE**

(Street)

**PLEASANT PRAIRIE, WI 53158**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SNAP ON INC [SNA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/31/2004**

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)  
**Chairman, President & CEO**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|

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| Security (Instr. 3)         | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |              |                            |
|-----------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
|                             |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 31.938                                |                      |                 |   |                  |                  | 04/23/1999       | 04/23/2009      | Common Stock | 3,000                      |
| Stock Option (Right to Buy) | \$ 26.4375                               |                      |                 |   |                  |                  | 04/28/2000       | 04/28/2010      | Common Stock | 3,000                      |
| Stock Option (Right to Buy) | \$ 29.36                                 |                      |                 |   |                  |                  | 04/27/2001       | 04/27/2011      | Common Stock | 3,000                      |
| Stock Option (Right to Buy) | \$ 32.08                                 |                      |                 |   |                  |                  | 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) | \$ 32.53                                 |                      |                 |   |                  |                  | (1)              | 12/03/2014      | Common Stock | 200,000                    |
| Deferred Stock Unit         | \$ 0 (2)                                 |                      |                 |   |                  |                  | (3)              | (3)             | Common Stock | 12,602.33 (4)              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

MICHAELS JACK D  
SNAP-ON INCORPORATED  
10801 CORPORATE DRIVE  
PLEASANT PRAIRIE, WI 53158

X

Chairman, President & CEO

## Signatures

Jason D. Bartel under Power of Attorney for Jack D.  
Michaels

01/04/2005

\_\_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) One half of the option vests on 12/3/2005 and the remainder vests on 12/3/2006.
- (2) 1 for 1.
- (3) Scheduled for issuance in 10 equal annual installments after the earliest of August 30, 2007, or on death or retirement from the Board.
- (4) Includes 94,244 deferred stock units acquired through exempt dividend reinvestments.

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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