

Ward Thomas J
 Form 4
 March 05, 2008

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

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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 *
 Ward Thomas J

(Last) (First) (Middle)
 2801 80TH STREET
 (Street)

KENOSHA, WI 53143

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/04/2008

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)
 Sr VP & President - Tools

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/04/2008 | | F(10) | V 795 D | \$ 51.75 | 2,376.823 | 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)

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| 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 Securities (Instr. 3 and 4) | 8. F Der Sec (Ins | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 34.5 | | | | | 01/22/2001 | 01/22/2009 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 29.16 | | | | | 05/29/2003 | 05/29/2011 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 32.22 | | | | | 01/25/2004 | 01/25/2012 | Common Stock | 9,000 |
| Stock Option (Right to Buy) | \$ 31.52 | | | | | 01/23/2006 | 01/23/2014 | Common Stock | 7,200 |
| Stock Option (Right to Buy) | \$ 33.75 | | | | | 02/18/2007 | 02/18/2015 | Common Stock | 6,480 |
| Stock Option (Right to Buy) | \$ 31.48 | | | | | 02/18/2007 | 04/01/2015 | Common Stock | 3,220 |
| Stock Option (Right to Buy) | \$ 39.35 | | | | | 02/16/2008 | 02/16/2016 | Common Stock | 15,000 |
| Stock Option (Right to Buy) | \$ 37.47 | | | | | <u>(1)</u> | 04/27/2016 | Common Stock | 5,000 |
| | \$ 50.22 | | | | | <u>(2)</u> | 02/15/2017 | | 40,000 |

| | | | | | | |
|--------------------------------------|------------|--|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | | | | | Common Stock | |
| Stock Option (Right to Buy) | \$ 54.5 | | <u>(3)</u> | 04/30/2017 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 51.75 | | <u>(4)</u> | 02/13/2018 | Common Stock | 40,000 |
| Restricted Stock | <u>(5)</u> | | <u>(6)</u> | <u>(6)</u> | Common Stock | 12,000 |
| Restricted Stock | <u>(5)</u> | | <u>(7)</u> | <u>(7)</u> | Common Stock | 18,500 |
| Restricted Stock | <u>(5)</u> | | <u>(8)</u> | <u>(8)</u> | Common Stock | 20,600 |
| Deferred Stock Units | <u>(5)</u> | | <u>(9)</u> | <u>(9)</u> | Common Stock | 6.6353 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Thomas J 2801 80TH STREET KENOSHA, WI 53143 | | | Sr VP & President - Tools | |

Signatures

Kenneth V. Hallett under Power of Attorney for Thomas J. Ward 03/05/2008

 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 vested on 4/27/2007 and the remainder vests on 4/27/2008.
- (2) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (3) One third of the option vests on each of 4/30/2008, 4/30/2009 and 4/30/2010.
- (4) One third of the option vests on each of 2/13/2009, 2/13/2010 and 2/13/2011.
- (5) 1 for 1.

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- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (9) Payments 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.

- (10) Shares to cover tax withholding obligations were withheld upon the delivery of share certificates, based upon the price determined as provided in the award agreement. The vesting of the performance stock-based awards based on the determination of achievement of certain company initiatives over the 2005-2007 period was previously reported.

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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