

SNAP-ON Inc  
Form 4  
October 28, 2008

**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 \*  
JOHNSEN CONSTANCE

(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)  
10/24/2008

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)  
Vice President and Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |   |
| Common Stock                    |                                      |  |                                |   | 20.438 <sup>(1)</sup> <sub>(10)</sub>   | D  |   |
| Common Stock                    | 10/24/2008                           |  | I                              | 8,028.504 A \$ 34.72  | 8,028.504   | I  | By Deferred Compensation Plan                         |

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

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SEC 1474 (9-02)

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**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 Securities (Instr. 3 and 4) | 8. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Deferred Stock Units                       | (2)  |                                      |  |                                |   | (3)  | (3)   | Common Stock  | 1,118.26 (4)               |
| Stock Option (Right to Buy)                | \$ 39.35   |                                      |  |                                |   | 02/16/2008   | 02/16/2016  | Common Stock  | 2,160                      |
| Stock Option (Right to Buy)                | \$ 50.22   |                                      |  |                                |   | (5)  | 02/15/2017  | Common Stock  | 4,300                      |
| Stock Option (Right to Buy)                | \$ 51.75   |                                      |  |                                |   | (6)  | 02/13/2018  | Common Stock  | 4,320                      |
| Restricted Stock                           | (2)  |                                      |  |                                |   | (7)  | (7)   | Common Stock  | 2,500                      |
| Restricted Stock                           | (2)  |                                      |  |                                |   | (8)  | (8)   | Common Stock  | 1,700                      |
| Restricted Stock                           | (2)  |                                      |  |                                |   | (9)  | (9)   | Common Stock  | 2,000                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| JOHNSEN CONSTANCE<br>2801 80TH STREET<br>KENOSHA, WI 53143 |               |           | Vice President and Controller |       |

## Signatures

Kenneth V. Hallett under Power of Attorney for Constance R.  
Johnsen

10/27/2008

\_\_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) Includes 20.308 shares acquired under the Snap-on Incorporated Employee Stock Purchase Plan.
- (2) 1 for 1.
- (3) Payment will begin within 30 days first beginning after the date specified in advance of the deferral by the reporting person, death, disability or termination of employment.
- (4) Includes 18.26 deferred stock units acquired through exempt dividend reinvestments.
- (5) One third of the option vests on each of 2/15/2008, 2/15/2009 and 2/15/2010.
- (6) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (7) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (9) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (10) Includes 0.104 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.

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.