

DECYK ROXANNE J
Form 4
December 18, 2006

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 *
DECYK ROXANNE J

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)
12/15/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

SHELL INTERNATIONAL B.V., CAREL VAN BYLANDTLAAN 16

(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

THE HAGUE, P7

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/15/2006 | | M | 3,000 | A | \$ 37.25 | 6,768 | D |
| Common Stock | 12/15/2006 | | M | 3,000 | A | \$ 31.938 | 9,768 | D |
| Common Stock | 12/15/2006 | | M | 3,000 | A | \$ 29.36 | 12,768 | D |
| Common Stock | 12/15/2006 | | S | 100 | D | \$ 47.47 | 12,668 | D |
| Common Stock | 12/15/2006 | | S | 491 | D | \$ 47.48 | 12,177 | D |

Edgar Filing: DECYK ROXANNE J - Form 4

| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 12/15/2006 | S | 7,200 | D | \$ 47.49 | 4,977 | D |
| Common Stock | 12/15/2006 | S | 1,009 | D | \$ 47.5 | 3,968 | D |
| Common Stock | 12/15/2006 | S | 200 | D | \$ 47.55 | 3,768 | D |

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

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 control number.

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|-----------------|---|----------------------------|
| | | | | | (A) Acquired | (D) Disposed of | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 37.25 | 12/15/2006 | | M | 3,000 | | 04/25/1997 | 04/25/2007 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 43.6875 | | | | | | 04/24/1998 | 04/24/2008 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 31.938 | 12/15/2006 | | M | 3,000 | | 04/23/1999 | 04/23/2009 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 29.36 | 12/15/2006 | | M | 3,000 | | 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) | \$ 32.76 | 04/22/2005 | 04/22/2015 | Common Stock | 3,000 |
| Deferred Stock Unit | \$ 0 ⁽²⁾ | <u>(3)</u> | <u>(3)</u> | Common Stock | 16,921.75 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DECYK ROXANNE J SHELL INTERNATIONAL B.V. CAREL VAN BYLANDTLAAN 16 THE HAGUE, P7 | X | | | |

Signatures

Jason D. Bartel under Power of Attorney for Roxanne J. Decyk
 12/18/2006

__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 transaction was an option grant. Accordingly, the reporting price did not pay a price to obtain the option.
- (2) 1 for 1.
- (3) Scheduled for issuance in lump sum after earliest of November 5, 2022 or on death or retirement from the Board.

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.