

KASSOUF THOMAS L.

Form 4

February 19, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KASSOUF THOMAS L.

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 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)

02/14/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr VP & Pres - Tools

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/14/2019		M ⁽¹⁾	2,484 A	21,141	D	
Common Stock	02/14/2019		F ⁽²⁾	795 D	\$ 155.92	20,346	D
Common Stock					12,800	I	By Family LLC

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Performance Units	(3)	02/14/2019		D(1)	375	(1)	(1)	Common Stock	
Performance Units	(3)	02/14/2019		M(1)	2,484	(1)	(1)	Common Stock	
Restricted Stock Units	(3)	02/14/2019		D(4)	668	(4)	(4)	Common Stock	
Stock Option (Right to Buy)	\$ 109.43					(5)	02/13/2024	Common Stock	3
Stock Option (Right to Buy)	\$ 144.69					(5)	02/12/2025	Common Stock	3
Stock Option (Right to Buy)	\$ 138.03					(5)	02/11/2026	Common Stock	3
Stock Option (Right to Buy)	\$ 168.7					02/09/2018(6)	02/09/2027	Common Stock	3
Stock Option (Right to Buy)	\$ 161.18					02/15/2019(6)	02/15/2028	Common Stock	2
Restricted Stock Units	(3)					(7)	(7)	Common Stock	
Performance Units	(3)					(8)	(8)	Common Stock	
Performance Units	(3)					(9)	(9)	Common Stock	
Deferred Stock Units	(3)					(10)	(10)	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSOUF THOMAS L. SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			Sr VP & Pres - Tools	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Thomas L. Kassouf

02/18/2019

__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) Based on Company performance during the 2016-2018 period, approximately 86.9% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported, subject to plan limits).
 - (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
 - (3) 1 for 1.
 - (4) Based on Company performance during fiscal 2018, approximately 78.1% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported, subject to plan limits). Assuming continued employment through the end of fiscal 2020, the units will then vest in one installment and the shares will be issued shortly thereafter.
 - (5) Option fully vested.
 - (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
 - (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) 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.
 - (9) 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.
 - (10) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
 - (11) This information is based on a plan statement dated December 31, 2018.

Remarks:

A charitable foundation holds 12,000 shares of the Company's common stock; these shares are excluded from this Form 4 because they are not owned by the reporting person.

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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