

SNAP ON INC
Form 4
February 09, 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 *
MARRINAN SUSAN F

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

KENOSHA, WI 53141

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2005

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)
VP, Secretary, C.L.O.

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)
				(A) or (D)	Price		
Common Stock	02/07/2005		M	A	\$ 26.375	14,069.32	D
Common Stock	02/07/2005		M	A	\$ 25.11	21,569.32	D
Common Stock	02/07/2005		S	D	\$ 35.218	10,178.32	D
Common Stock						332.838	I 401(k) Plan

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 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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 37.125					01/24/1999	01/24/2007	Common Stock	14,000
Stock Option (Right to Buy)	\$ 39.71					01/23/2000	01/23/2008	Common Stock	15,000
Stock Option (Right to Buy)	\$ 34.5					01/22/2001	01/22/2009	Common Stock	25,000
Stock Option (Right to Buy)	\$ 26.375	02/07/2005		M	3,891	01/28/2002	01/28/2010	Common Stock	3,891
Stock Option (Right to Buy)	\$ 29.36					04/27/2003	04/27/2011	Common Stock	30,000
Stock Option (Right to Buy)	\$ 32.22					01/25/2004	01/25/2012	Common Stock	20,000
Stock Option (Right to Buy)	\$ 25.11	02/07/2005		M	7,500	01/24/2005	01/24/2013	Common Stock	7,500

Stock Option (Right to Buy)	\$ 31.52	(2)	01/23/2014	Common Stock	16,000
Deferred Stock Units	\$ 0 (3)	(4)	(4)	Common Stock	1,210.40
Deferred Stock Units	\$ 0 (3)	(4)(5)	(4)(5)	Common Stock	19,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRINAN SUSAN F 2801 80TH STREET KENOSHA, WI 53141			VP , Secretary, C.L.O.	

Signatures

Jason D. Bartel under Power of Attorney for Susan F. Marrinan 02/09/2005

**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) The transaction was an option exercise. The reporting person had not paid a price to obtain the option.
- (2) One half of option vested on 1/23/2005 and the remainder vests on 1/23/2006.
- (3) 1 for 1.
- (4) Payment 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.
- (5) The units vest on the achievement of certain company initiatives over the 2003-2005 period.

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.