

SNAP ON INC
Form 4
February 10, 2005

FORM 4

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

OMB APPROVAL

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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 *
MONTEMURRO MICHAEL F

(Last) (First) (Middle)

10801 CORPORATE DRIVE

(Street)

PLEASANT PRAIRIE, WI 53158

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2005

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)
Sr. V.P.

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)
			Code	V	Amount or Price		
Common Stock	02/08/2005		M		36,518 A \$ 25.11	77,432.085	D
Common Stock	02/09/2005		M		2,000 A \$ 25.11	79,432.085	D
Common Stock	02/08/2005		F		26,050 D \$ 35.2	53,382.085	D
Common Stock	02/08/2005		S		10,468 D \$ 35.135	42,914.085	D
Common Stock						207	I By Wife

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

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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)		
				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	24,000
Stock Option (Right to Buy)	\$ 39.71					01/23/2000	01/23/2008	Common Stock	18,000
Stock Option (Right to Buy)	\$ 34.5					01/22/2001	01/22/2009	Common Stock	30,000
Stock Option (Right to Buy)	\$ 26.375					01/28/2002	01/28/2010	Common Stock	135,000
Stock Option (Right to Buy)	\$ 29.36					04/27/2003	04/27/2011	Common Stock	80,000
Stock Option (Right to Buy)	\$ 32.22					01/25/2004	01/25/2012	Common Stock	55,000
Stock Option (Right to Buy)	\$ 25.11	02/08/2005 ⁽¹⁾		M	38,518	01/24/2005	01/24/2013	Common Stock	38,518

