

SNAP ON INC
 Form 4
 April 05, 2005

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 *
 Ward Thomas J

(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)
 04/01/2005

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 - President, Diag. & Info.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 197.298 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 34.5 | | | | | 01/22/2001 | 01/22/2009 | Common Stock | 2,000 |
| Stock Option (Right to Buy) | \$ 26.375 | | | | | 01/28/2002 | 01/28/2010 | Common Stock | 5,000 |
| Stock Option (Right to Buy) | \$ 29.16 | | | | | 05/29/2003 | 05/29/2011 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 32.22 | | | | | 01/25/2004 | 01/25/2012 | Common Stock | 9,000 |
| Stock Option (Right to Buy) | \$ 25.11 | | | | | 01/24/2005 | 01/24/2013 | Common Stock | 7,000 |
| Stock Option (Right to Buy) | \$ 31.52 | | | | | <u>(1)</u> | 01/23/2014 | Common Stock | 7,200 |
| Stock Option (Right to Buy) | \$ 33.75 | | | | | <u>(2)</u> | 02/18/2015 | Common Stock | 6,480 |
| Stock Option (Right to Buy) | \$ 31.48 | 04/01/2005 | | A | 3,220 | <u>(2)</u> | 04/01/2015 | Common Stock | 3,220 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Thomas J 2801 80TH STREET KENOSHA, WI 53141 | | | VP - President, Diag. & Info. | |

Signatures

| | |
|---|------------|
| Jason D. Bartel under Power of Attorney for Thomas J. Ward | 04/05/2005 |
| <u> </u> **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) One half of the option vested on 1/23/2005 and the other half vests on 1/23/2006.
- (2) One half of the option vests on 2/18/2006 and the other half vests on 2/18/2007.
- (3) Grant of stock option from the Company. There is not a price for the security.
- (4) One for one.
- (5) These 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.