

KASSOUF THOMAS L.
Form 4
February 15, 2008

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 *
KASSOUF THOMAS L.

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)
SNAP-ON INCORPORATED, 2801
80TH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & Pres -- Commercial Group

(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

KENOSHA, WI 53143

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/13/2008		A ⁽¹⁾	1,700 A	1,700	D	
Common Stock					2,649.2879 ⁽²⁾	I	By 401(k) Plan

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

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SEC 1474 (9-02)

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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)	\$ 39.35					(3)	02/16/2016	Common Stock	3,240
Stock Option (Right to Buy)	\$ 50.22					(4)	02/15/2017	Common Stock	6,480
Stock Option (Right to Buy)	\$ 54.5					(5)	04/30/2017	Common Stock	6,000
Stock Option (Right to Buy)	\$ 51.75	02/13/2008		A	20,000	(6)	02/13/2018	Common Stock	20,000
Restricted Stock	(8)					(9)	(9)	Common Stock	3,600
Restricted Stock	(8)					(10)	(10)	Common Stock	3,030
Restricted Stock	(8)	02/13/2008		A	6,900	(11)	(11)	Common Stock	6,900
Deferred Stock Units	(8)					(12)	(12)	Common Stock	501.061 (13)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSOUF THOMAS L. SNAP-ON INCORPORATED 2801 80TH STREET			SVP & Pres -- Commercial Group	

KENOSHA, WI 53143

Signatures

Kenneth V. Hallett under Power of Attorney for Thomas L.
Kassouf

02/14/2008

__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) Vesting of performance stock-based award based on the achievement of certain company initiatives over the 2005-2007 period.
- (2) This information is based on a plan statement dated 12/31/2008.
- (3) The option vests on 2/16/2008.
- (4) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.
- (5) One third of the option vests on each of 4/30/2008, 4/30/2009, and 4/30/2010.
- (6) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (7) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (8) 1 for 1.
- (9) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (10) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (11) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (12) 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.
- (13) Reflects exempt contributions to the deferred plan.

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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