KASSOUF THOMAS L.
Form 4
January 02, 2018

FORM 4

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

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

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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).

(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)
12/30/2017

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 below) _____ Other (specify 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/30/2017		M(1)		4,750	A	(1)	27,742	D	
Common Stock	12/30/2017		F(2)		1,481	D	$ 174.3	26,261	D	
Common Stock								12,800	I	By Family LLC (3)
Common Stock								8,369.3538 (4)	I	By 401(k)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Sha
Restricted Stock Units	(5)	12/30/2017		M(1)			4,750	(1)	(1)	Common Stock	
Stock Option (Right to Buy)	$ 58.94							(6)	02/09/2021	Common Stock	2
Stock Option (Right to Buy)	$ 60							(6)	02/08/2022	Common Stock	3
Stock Option (Right to Buy)	$ 79.04							(6)	02/13/2023	Common Stock	3
Stock Option (Right to Buy)	$ 109.43							(6)	02/13/2024	Common Stock	3
Stock Option (Right to Buy)	$ 144.69							02/12/2016(7)	02/12/2025	Common Stock	3
Stock Option (Right to Buy)	$ 138.03							02/11/2017(7)	02/11/2026	Common Stock	3
Stock Option (Right to Buy)	$ 168.7							02/09/2018(7)	02/09/2027	Common Stock	3
Restricted Stock Units	(5)							(8)	(8)	Common Stock	
Restricted Stock Units	(5)							(9)	(9)	Common Stock	

Performance Units	(5)			(10)	(10)	Common Stock
Performance Units	(5)			(11)	(11)	Common Stock
Performance Units	(5)			(12)	(12)	Common Stock
Deferred Stock Units	(5)			(13)	(13)	Common Stock 2,4

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 — 01/02/2018

**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 restricted stock units were earned based on Company performance during fiscal 2015 and vested in one installment based on continued employment through the end of fiscal 2017.

(2) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.

(3) Shares are owned by a family limited liability company, of which the Reporting Person and his family are sole owners, and managerial responsibilities and duties are shared between the Reporting Person and his spouse as co-managers. The Reporting Person disclaims beneficial ownership to the extent that he does not have a pecuniary interest in particular shares.

(4) This information is based on a plan statement dated September 30, 2017.

(5) 1 for 1.

(6) Option fully vested.

(7) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

(8) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.

(9) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2017. Assuming continued employment through the end of fiscal 2019, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum number is 200% of the number reported, subject to plan limits.

(10) If the Company achieves certain goals over the 2015-2017 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.

(11)

If the Company achieves certain goals over the 2016-2018 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.

(12) 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.

(13) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.

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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