SNAP ON INC Form 4 April 05, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 5 obligations **SECURITIES**

burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BILAND ALAN T Issuer Symbol SNAP ON INC [SNA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 10801 CORPORATE DRIVE 04/01/2005 below) below) Sr. V.P. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PLEASANT PRAIRIE, WI 53158

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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)
Common Stock					2,710.044	D	
Common Stock					1,771.379	I	401(k) Plan

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

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Person

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	5. Numbe orDerivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) ed of	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 45.75						04/06/1998	04/06/2008	Common Stock	5,000
Stock Option (Right to Buy)	\$ 34.5						01/22/2001	01/22/2009	Common Stock	12,000
Stock Option (Right to Buy)	\$ 29.36						04/27/2003	04/27/2011	Common Stock	20,000
Stock Option (Right to Buy)	\$ 26.23						06/21/2003	06/21/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 32.22						01/25/2004	01/25/2012	Common Stock	20,000
Stock Option (Right to Buy)	\$ 25.11						01/24/2005	01/24/2013	Common Stock	13,500
Stock Option (Right to Buy)	\$ 31.52						<u>(1)</u>	01/23/2014	Common Stock	13,500
Stock Option (Right to Buy)	\$ 33.75						<u>(2)</u>	02/18/2015	Common Stock	14,000
Stock Option	\$ 31.48	04/01/2005		A	16,000		(2)	04/01/2015	Common Stock	16,000

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(Right to Buy)					
Deferred Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	4,304
Deferred Stock Units	<u>(4)</u>	(5)	<u>(5)</u>	Common Stock	5,255.95
Deferred Stock Units	<u>(4)</u>	(5)(6)	(5)(6)	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
BILAND ALAN T						
10801 CORPORATE DRIVE			Sr. V.P.			
PLEASANT PRAIRIE, WI 53158						

Signatures

Jason D. Bartel under Power of Attorney for Alan T.
Biland
04/05/2005

**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) One-half of option vested on 1/23/2005 and the remainder vests on 1/23/2006.
- (2) One-half of option vests on 2/18/2006 and the remainder vests on 2/18/2007.
- (3) Grant of stock option from the Company. There is not a price for the security.
- **(4)** 1 for 1.
- (5) Payments will begin within 30 days first beginning after the earlist of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (6) 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.

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