**SNAP ON INC** Form 4 August 02, 2006

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

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**OMB APPROVAL** 

January 31, 2005

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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(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RENSI EDWARD H Issuer Symbol SNAP ON INC [SNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Other (specify Officer (give title SNAP-ON INCORPORATED, 2801 07/31/2006 below) 80TH STREET (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 KENOSHA,, WI 53141 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 19,148.407 <sup>(1)</sup> D Stock

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)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transac<br>Code<br>(Instr. 8 |   | of Der Sec Acc (A) Dis of (Ins | rivative<br>curities<br>quired<br>or<br>posed | 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<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 37.25  |   |   |                                    |   |                                |   | 04/25/1997   | 04/25/2007         | Common<br>Stock   | 3,000                            |
| Stock Option (Right to Buy)                         | \$ 43.6875  |   |   |                                    |   |                                |   | 04/24/1998   | 04/24/2008         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.938   |   |   |                                    |   |                                |   | 04/23/1999   | 04/23/2009         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 26.4375  |   |   |                                    |   |                                |   | 04/28/2000   | 04/28/2010         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 29.36  |   |   |                                    |   |                                |   | 04/27/2001   | 04/27/2011         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 32.08  |   |   |                                    |   |                                |   | 04/25/2002   | 04/25/2012         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 28.43  |   |   |                                    |   |                                |   | 04/24/2003   | 04/24/2013         | Common<br>Stock   | 3,000                            |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 33.55  |   |   |                                    |   |                                |   | 04/23/2004   | 04/23/2014         | Common<br>Stock   | 3,000                            |
| Stock<br>Option                                     | \$ 32.76  |   |   |                                    |   |                                |   | 04/22/2005   | 04/22/2015         | Common<br>Stock   | 3,000                            |

(Right to Buy)

Deferred

Common 5,624.679 (2) Stock \$0 (2) Stock

(3)

Unit

# **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other RENSI EDWARD H **SNAP-ON INCORPORATED** X **2801 80TH STREET** KENOSHA,, WI 53141

# **Signatures**

Jason D. Bartel under Power of Attorney for Edward H. 08/02/2006 Rensi

> \*\*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) Includes 40.415 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (2) These units are scheduled for issuance in lump sum after the earliest of August 15, 2014 or upon death or retirement from the Board.
- (3) Includes 37.433 deferred stock units acquired through exempt dividend reinvestments.

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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