

Ward Thomas J  
Form 4  
May 07, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

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)

3. Date of Earliest Transaction (Month/Day/Year)  
05/06/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr VP & President - Tools

2801 80TH STREET

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/06/2008                           |  | M                              |   | 2,000   | A  | \$ 34.5                           |
| Common Stock                    | 05/06/2008                           |  | M                              |   | 10,000  | A  | \$ 29.16                          |
| Common Stock                    | 05/06/2008                           |  | S                              |   | 8   | D  | \$ 60.2                           |
| Common Stock                    | 05/06/2008                           |  | S                              |   | 200   | D  | \$ 60.21                          |
| Common Stock                    | 05/06/2008                           |  | S                              |   | 300   | D  | \$ 60.22                          |

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|              |            |   |       |   |           |            |   |
|--------------|------------|---|-------|---|-----------|------------|---|
| Common Stock | 05/06/2008 | S | 400   | D | \$ 60.23  | 11,563.823 | D |
| Common Stock | 05/06/2008 | S | 204   | D | \$ 60.24  | 11,359.823 | D |
| Common Stock | 05/06/2008 | S | 896   | D | \$ 60.25  | 10,463.823 | D |
| Common Stock | 05/06/2008 | S | 1,000 | D | \$ 60.26  | 9,463.823  | D |
| Common Stock | 05/06/2008 | S | 1,500 | D | \$ 60.27  | 7,963.823  | D |
| Common Stock | 05/06/2008 | S | 100   | D | \$ 60.272 | 7,863.823  | D |
| Common Stock | 05/06/2008 | S | 100   | D | \$ 60.29  | 7,763.823  | D |
| Common Stock | 05/06/2008 | S | 100   | D | \$ 60.293 | 7,663.823  | D |
| Common Stock | 05/06/2008 | S | 300   | D | \$ 60.3   | 7,363.823  | D |
| Common Stock | 05/06/2008 | S | 700   | D | \$ 60.31  | 6,663.823  | D |
| Common Stock | 05/06/2008 | S | 600   | D | \$ 60.32  | 6,063.823  | D |
| Common Stock | 05/06/2008 | S | 300   | D | \$ 60.33  | 5,763.823  | D |
| Common Stock | 05/06/2008 | S | 400   | D | \$ 60.34  | 5,363.823  | D |
| Common Stock | 05/06/2008 | S | 200   | D | \$ 60.36  | 5,163.823  | D |
| Common Stock | 05/06/2008 | S | 300   | D | \$ 60.363 | 4,863.823  | D |
| Common Stock | 05/06/2008 | S | 200   | D | \$ 60.38  | 4,663.823  | D |
| Common Stock | 05/06/2008 | S | 200   | D | \$ 60.39  | 4,463.823  | D |
| Common Stock | 05/06/2008 | S | 400   | D | \$ 60.4   | 4,063.823  | D |
| Common Stock | 05/06/2008 | S | 300   | D | \$ 60.42  | 3,763.823  | D |
| Common Stock | 05/06/2008 | S | 100   | D | \$ 60.43  | 3,663.823  | D |
|              | 05/06/2008 | S | 300   | D | \$ 60.45  | 3,363.823  | D |

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|              |            |  |   |     |   |           |             |
|--------------|------------|--|---|-----|---|-----------|-------------|
| Common Stock |            |  |   |     |   |           |             |
| Common Stock | 05/06/2008 |  | S | 100 | D | \$ 60.46  | 3,263.823 D |
| Common Stock | 05/06/2008 |  | S | 200 | D | \$ 60.47  | 3,063.823 D |
| Common Stock | 05/06/2008 |  | S | 500 | D | \$ 60.48  | 2,563.823 D |
| Common Stock | 05/06/2008 |  | S | 100 | D | \$ 60.482 | 2,463.823 D |

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

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(9-02)

**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)                | \$ 34.5  | 05/06/2008                           |  | M                              | 2,000   | 01/22/2001 01/22/2009                                    | Common Stock 2,000  |
| Stock Option (Right to Buy)                | \$ 29.16   | 05/06/2008                           |  | M                              | 10,000  | 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)                | \$ 31.52   |                                      |  |                                |   | 01/23/2006 01/23/2014                                    | Common Stock 7,200  |

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|                             |            |            |            |              |                       |
|-----------------------------|------------|------------|------------|--------------|-----------------------|
| Stock Option (Right to Buy) | \$ 33.75   | 02/18/2007 | 02/18/2015 | Common Stock | 6,480                 |
| Stock Option (Right to Buy) | \$ 31.48   | 02/18/2007 | 04/01/2015 | Common Stock | 3,220                 |
| Stock Option (Right to Buy) | \$ 39.35   | 02/16/2008 | 02/16/2016 | Common Stock | 15,000                |
| Stock Option (Right to Buy) | \$ 37.47   | 04/27/2008 | 04/27/2016 | Common Stock | 5,000                 |
| Stock Option (Right to Buy) | \$ 50.22   | <u>(2)</u> | 02/15/2017 | Common Stock | 40,000                |
| Stock Option (Right to Buy) | \$ 54.5    | <u>(3)</u> | 04/30/2017 | Common Stock | 10,000                |
| Stock Option (Right to Buy) | \$ 51.75   | <u>(4)</u> | 02/13/2018 | Common Stock | 40,000                |
| Restricted Stock            | <u>(5)</u> | <u>(6)</u> | <u>(6)</u> | Common Stock | 12,000                |
| Restricted Stock            | <u>(5)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 18,500                |
| Restricted Stock            | <u>(5)</u> | <u>(8)</u> | <u>(8)</u> | Common Stock | 20,600                |
| Deferred Stock Units        | <u>(5)</u> | <u>(9)</u> | <u>(9)</u> | Common Stock | 6,6774<br><u>(10)</u> |

## Reporting Owners

| Reporting Owner Name / Address    | Relationships |           |                           |       |
|-----------------------------------|---------------|-----------|---------------------------|-------|
|                                   | Director      | 10% Owner | Officer                   | Other |
| Ward Thomas J<br>2801 80TH STREET |               |           | Sr VP & President - Tools |       |

KENOSHA, WI 53143

## Signatures

Kenneth V. Hallett under Power of Attorney for Thomas J.  
Ward

05/07/2008

\_\_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) Exercise of Rule 16b-3 stock option.
- (2) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (3) One third of the option vested on 4/30/2008, and one third will vest on each of 4/30/2009 and 4/30/2010.
- (4) One third of the option vests on each of 2/13/2009, 2/13/2010 and 2/13/2011.
- (5) 1 for 1.
- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (9) Payments 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.
- (10) Includes 0.0421 deferred stock units acquired through exempt dividend reinvestments.

### Remarks:

Due to line entry restrictions, this is form 1 of 2 reporting exempt option exercises for a total of 12,000 shares, and the sale of

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