

KASSOUF THOMAS L.
Form 4
February 12, 2010

FORM 4

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

OMB APPROVAL

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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.

(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)
02/10/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					36	D	
Common Stock					4,905.122 ⁽¹⁾	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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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock
Stock Option (Right to Buy)	\$ 50.22					(2)	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 54.5					(3)	04/30/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75					(4)	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69					(5)	02/11/2019	Common Stock
Stock Option (Right to Buy)	\$ 41.01	02/10/2010		A	25,000	(6)	02/10/2020	Common Stock
Restricted Stock	(8)	02/10/2010		D(9)	3,030	(9)	(9)	Common Stock
Restricted Stock	(8)					(10)	(10)	Common Stock
Restricted Stock Units	(8)	02/10/2010		D(11)	2,318	(11)	(11)	Common Stock
Restricted Stock Units	(8)	02/10/2010		A	6,136	(12)	(12)	Common Stock
Performance Units	(8)					(13)	(13)	Common Stock
Performance Units	(8)	02/10/2010		A	6,137	(14)	(14)	Common Stock
Deferred Stock Units	(8)					(15)	(15)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSOUF THOMAS L. SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			SVP & Pres - Commercial Div	

Signatures

Kenneth V. Hallett under Power of Attorney for Thomas L. Kassouf 02/12/2010

**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) This information is based on a plan statement dated December 31, 2009.
- (2) One third of the option vested on each of 2/15/2008 and 2/15/2009, and one third will vest on 2/15/2010.
- (3) One third of the option vested on each of 4/30/2008 and 4/30/2009, and one third will vest on 4/30/2010.
- (4) One third of the option vested on 2/13/2009, and one third vests on each of 2/13/2010 and 2/13/2011.
- (5) One third of the option vested on 2/11/2010, and one third vests on each of 2/11/2011 and 2/11/2012.
- (6) One third of the option vests on each of 2/10/2011, 2/10/2012 and 2/10/2013.
- (7) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (8) 1 for 1.
- (9) Based on company performance during the 2007-2009 period, none of the stock vested.
- (10) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
Based on company performance during 2009, approximately 57% of the restricted stock units were earned. Assuming continued employment on the payment date, which will occur in February 2012, the units will then vest in one installment and the shares will be issued.
- (12) The restricted stock units may be earned based on the achievement of certain company goals during 2010. Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and shares will be issued. The grant reported above represents the target number of units that may be earned; the maximum amount is 200% of the number reported.
- (13) If the company achieves certain goals over the 2009-2011 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.
- (14) If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The grant reported above represents the target number of units that may be earned; the maximum amount is 200% of the number reported.
- (15) 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.

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.