

Ward Thomas J
 Form 4
 September 19, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

SNAP-ON INCORPORATED, 2801
 80TH STREET

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

09/17/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr VP & President - RS&I Group

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	09/17/2012		M ⁽¹⁾		13,303 (1)	A	\$ 50.22	33,955.0264 (2)	D	
Common Stock	09/17/2012		S ⁽¹⁾		13,303 (1)	D	\$ 72.6273 (3)	20,652.0264	D	
Common Stock	09/18/2012		M ⁽¹⁾		26,697 (1)	A	\$ 50.22	47,349.0264	D	
Common Stock	09/18/2012		S ⁽¹⁾		26,697 (1)	D	\$ 72.5183 (4)	20,652.0264	D	

Edgar Filing: Ward Thomas J - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 50.22	09/17/2012		M ⁽¹⁾	13,303 <u>(1)</u>	02/15/2010 02/15/2017	Common Stock	13,303
Stock Option (Right to Buy)	\$ 50.22	09/18/2012		M ⁽¹⁾	26,697 <u>(1)</u>	02/15/2010 02/15/2017	Common Stock	26,697
Stock Option (Right to Buy)	\$ 54.5					04/30/2010 04/30/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 51.75					02/13/2011 02/13/2018	Common Stock	40,000
Stock Option (Right to Buy)	\$ 29.69					02/11/2012 02/11/2019	Common Stock	40,000
Stock Option (Right to Buy)	\$ 41.01					02/10/2011 ⁽⁶⁾ 02/10/2020	Common Stock	40,000
Stock Option (Right to Buy)	\$ 58.94					02/09/2012 ⁽⁶⁾ 02/09/2021	Common Stock	40,000
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽⁶⁾ 02/08/2022	Common Stock	40,000
Restricted Stock Units	<u>(7)</u>					<u>(8)</u> <u>(8)</u>	Common Stock	20,000

Edgar Filing: Ward Thomas J - Form 4

The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2012. Assuming continued employment through the end of fiscal 2014, 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 amount is 200% of the number reported.

- (11) If the company achieves certain goals over the 2010-2012 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.
- (12) If the company achieves certain goals over the 2011-2013 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.
- (13) If the company achieves certain goals over the 2012-2014 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.

Remarks:

The option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.

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.