

Boyd Iain
Form 4
May 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
Boyd Iain

(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)
05/21/2013

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)

VP - Human Resources

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/21/2013		S		6,354	D	\$ 91.5017 <u>(1)</u>
Common Stock	05/21/2013		S		614.3772	D	\$ 91.5447 <u>(3)</u>
Common Stock						I	551.8902 <u>(4)</u>

By
**401(k)
Plan**

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 50.22					02/15/2010	02/15/2017	Common Stock	5,400
Stock Option (Right to Buy)	\$ 51.75					02/13/2011	02/13/2018	Common Stock	6,480
Stock Option (Right to Buy)	\$ 29.69					02/11/2012	02/11/2019	Common Stock	2,160
Stock Option (Right to Buy)	\$ 41.01					02/10/2013	02/10/2020	Common Stock	6,500
Stock Option (Right to Buy)	\$ 58.94					02/09/2012 ⁽⁵⁾	02/09/2021	Common Stock	10,000
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽⁵⁾	02/08/2022	Common Stock	12,000
Stock Option (Right to Buy)	\$ 79.04					02/13/2014 ⁽⁵⁾	02/13/2023	Common Stock	13,000
Restricted Stock Units	⁽⁶⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	3,850
Restricted Stock Units	⁽⁶⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	2,570
Restricted Stock Units	⁽⁶⁾					⁽⁹⁾	⁽⁹⁾	Common Stock	2,100

Restricted Stock Units				Common Stock	
Performance Units	(6)	(10)	(10)	Common Stock	2,41
Performance Units	(6)	(11)	(11)	Common Stock	2,92
Performance Units	(6)	(12)	(12)	Common Stock	2,10
Deferred Stock Units	(6)	(13)	(13)	Common Stock	308.34 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyd Iain SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			VP - Human Resources	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Iain Boyd 05/22/2013

__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 transaction was executed in multiple trades at prices ranging from \$91.16 to \$91.88. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (2) Includes shares acquired under the Snap-on Incorporated Employee Stock Ownership Plan and a dividend reinvestment and direct stock purchase plan.
- (3) This transaction was executed in multiple trades at prices ranging from \$91.52 to \$91.56. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (4) This information is based on a plan statement dated March 31, 2013.
- (5) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (6) 1 for 1.
- (7) The restricted stock units were earned based on company performance during fiscal 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (8) The restricted stock units were earned based on company performance during fiscal 2012. Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (9) The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, any units earned will then vest in one installment and the shares will be issued shortly

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thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.

- (10) 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.
- (11) 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.
- (12) If the company achieves certain goals over the 2013-2015 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) 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.

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