KASSOUF THOMAS L.
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(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)
02/25/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr VP & Pres - Tools

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/25/2019		S		16,426	D	$ 161.1237 (1)	3,920	D	
Common Stock	02/25/2019		S		2,231	D	$ 162.1332 (2)	1,689	D	
Common Stock	02/25/2019		S		11,270	D	$ 161.1237 (1)	1,530	I	By Family LLC
Common Stock	02/25/2019		S		1,530	D	$ 162.1332	0	I	By Family

						(2)				LLC
Common Stock	02/26/2019		S	1,500	D	$ 160.2613 (3)	189	D		

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 or Number of Shares
Stock Option (Right to Buy)	$ 109.43							(4)	02/13/2024	Common Stock	36,0
Stock Option (Right to Buy)	$ 144.69							(4)	02/12/2025	Common Stock	37,0
Stock Option (Right to Buy)	$ 138.03							(4)	02/11/2026	Common Stock	38,0
Stock Option (Right to Buy)	$ 168.7							02/09/2018 (5)	02/09/2027	Common Stock	39,0
Stock Option (Right to Buy)	$ 161.18							02/15/2019 (5)	02/15/2028	Common Stock	26,2
Restricted Stock Units	(6)							(7)	(7)	Common Stock	1,0
Restricted Stock Units	(6)							(8)	(8)	Common Stock	2,38
	(6)							(9)	(9)		2,75

Performance Units				Common Stock	
Performance Units	(6)	(10)	(10)	Common Stock	3,05
Deferred Stock Units	(6)	(11)	(11)	Common Stock	2,617.

Reporting Owners

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

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Thomas L. Kassouf	02/26/2019
**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 $160.84 to $161.83. 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)	This transaction was executed in multiple trades at prices ranging from $161.84 to $162.35. 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.
(3)	This transaction was executed in multiple trades at prices ranging from $160.015 to $160.72. 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)	Option fully vested.
(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 2017. Assuming continued employment through the end of fiscal 2019, 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 2018. Assuming continued employment through the end of fiscal 2020, the units will then vest in one installment and the shares will be issued shortly thereafter.
(9)	If the Company achieves certain goals over the 2017-2019 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, subject to plan limits.
(10)	If the Company achieves certain goals over the 2018-2020 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, subject to plan limits.

(11) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.

Remarks:

A charitable foundation disposed of 12,000 shares of the Company's common stock on February 25, 2019; these shares are exc

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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