

SNAP ON INC  
Form 4  
March 08, 2005

**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 \*  
PFUND WILLIAM H

(Last) (First) (Middle)

SNAP-ON  
INCORPORATED, 10801  
CORPORATE DRIVE

(Street)

PLEASANT PRAIRIE, WI 53158

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SNAP ON INC [SNA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2005

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)

V.P. - Investor Relations

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/04/2005		M	A	\$ 26.375	7,609.999	D
Common Stock	03/04/2005		S	D	\$ 33.45	3,609.999	D
Common Stock						408.72	I 401(k)

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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 (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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 34.56							05/05/2000	05/05/2009	Common Stock	15,000
Stock Option (Right to Buy)	\$ 26.375	03/04/2005		M		4,000		01/28/2002	01/28/2010	Common Stock	4,000
Stock Option (Right to Buy)	\$ 29.16							05/29/2003	05/29/2011	Common Stock	21,000
Stock Option (Right to Buy)	\$ 32.22							01/25/2004	01/25/2012	Common Stock	5,400
Stock Option (Right to Buy)	\$ 25.11							01/24/2005	01/24/2013	Common Stock	4,000
Stock Option (Right to Buy)	\$ 31.52							(2)	01/23/2014	Common Stock	4,100
Stock Option (Right to Buy)	\$ 33.75							(3)	02/18/2015	Common Stock	3,600
Deferred Stock Units	\$ 0 (4)							(5)	(5)	Common Stock	4,334.68

