

JOHNSEN CONSTANCE
Form 4
November 25, 2005

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 *
JOHNSEN CONSTANCE

(Last) (First) (Middle)
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)
11/22/2005

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)
Vice President and Controller

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	11/22/2005		M		2,200	A	\$ 29.16
					2,544.053 ⁽¹⁾	D	
Common Stock	11/22/2005		M		3,400	A	\$ 32.22
					5,944.053	D	
Common Stock	11/22/2005		M		1,800	A	\$ 25.11
					7,744.053	D	
Common Stock	11/22/2005		M		1,900	A	\$ 31.52
					9,644.053	D	
Common Stock	11/22/2005		S		9,300	D	\$ 37.4161
					344.053	D	

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Common Stock	11/22/2005	S	344.053	D	\$ 37.52	0	D	
Common Stock						368.966	I	401(k) Plan

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.

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.16	11/22/2005		M	2,200	05/29/2003 05/29/2011	Common Stock	2,200	
Stock Option (Right to Buy)	\$ 32.22	11/22/2005		M	3,400	01/25/2004 01/25/2012	Common Stock	3,400	
Stock Option (Right to Buy)	\$ 25.11	11/22/2005		M	1,800	01/24/2005 01/24/2013	Common Stock	1,800	
Stock Option (Right to Buy)	\$ 31.52	11/22/2005		M	1,900	<u>(3)</u> 01/23/2014	Common Stock	1,900	
Stock Option (Right to Buy)	\$ 33.75					<u>(4)</u> 02/18/2015	Common Stock	4,300	

