

ELLEN MARTIN M  
Form 4  
February 21, 2006

**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 \*  
ELLEN MARTIN M

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)  
2801 80TH STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP Finance & CFO

KENOSHA, WI 53141

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 02/16/2006                           |  | M                              | 4,688 A   | 4,988   | D  |   |
| Common Stock                    |                                      |  |                                |   | 13,360  | I  | By Limited Partnership (2)                            |
| Common Stock                    |                                      |  |                                |   | 506.31 (3)  | I  | 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)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                                   | Title        |
| Stock Option (Right to Buy)                | \$ 27.81   |                                      |  |                                |   | 11/18/2004   | 11/18/2012  | Common Stock |
| Stock Option (Right to Buy)                | \$ 25.11   |                                      |  |                                |   | 01/24/2005   | 01/24/2013  | Common Stock |
| Stock Option (Right to Buy)                | \$ 31.52   |                                      |  |                                |   | 01/23/2006   | 01/23/2014  | Common Stock |
| Stock Option (Right to Buy)                | \$ 33.75   |                                      |  |                                |   | <u>(4)</u>   | 02/18/2015  | Common Stock |
| Stock Option (Right to Buy)                | \$ 39.35   | 02/16/2006                           |  | A                              | 42,000  | <u>(5)</u>   | 02/16/2016  | Common Stock |
| Restricted Stock                           | <u>(7)</u>   | 02/16/2006                           |  | D <sup>(8)</sup>               | 48,000  | <u>(8)</u>   | <u>(8)</u>  | Common Stock |
| Performance Shares                         | <u>(1)</u>   | 02/16/2006                           |  | M                              | 25,000  | <u>(1)</u>   | <u>(1)</u>  | Common Stock |
| Deferred Stock Units                       | <u>(7)</u>   | 02/16/2006                           |  | M                              | 1,563<br><u>(1)</u>   | <u>(9)</u>   | <u>(9)</u>  | Common Stock |
| Restricted Stock                           | <u>(7)</u>   | 02/16/2006                           |  | A                              | 24,000  | <u>(10)</u>  | <u>(10)</u>                                       | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address     | Relationships |           |                   |       |
|------------------------------------|---------------|-----------|-------------------|-------|
|                                    | Director      | 10% Owner | Officer           | Other |
| ELLEN MARTIN M<br>2801 80TH STREET |               |           | SVP Finance & CFO |       |

KENOSHA, WI 53141

## Signatures

Jason D. Bartel under Power of Attorney for Martin M.  
Ellen

02/21/2006

\_\_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) Each performance share represented the right to receive one share of common stock. Vesting of the units was based on the achievement of certain company initiatives over the 2004-2005 period and 25% of the units vested.
- (2) Shares are held by Martin Robin Partners LP.
- (3) This information is based on a plan statement dated 2/21/06.
- (4) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.
- (5) One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.
- (6) Grant of stock option from the Company. There is not a price for the security.
- (7) 1 for 1.
- (8) Vesting of the units was based on the achievement of certain company initiatives over the 2003-2005 period. None of these units vested.
- (9) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (10) The units vest on the achievement of certain company initiatives over the 2006-2008 period.

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.