

SNAP ON INC
Form 4
May 31, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRINAN SUSAN F

(Last) (First) (Middle)

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)
05/31/2007

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 ____ Other (specify
below) below)

VP, Secretary, C.L.O.

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 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					517.75 ⁽¹⁾	I	401(k) Plan
Common Stock	05/31/2007		M		1,413	A	\$ 34.5
Common Stock	05/31/2007		M		3,172	A	\$ 31.52
Common Stock	05/31/2007		M		13,000	A	\$ 33.75
Common Stock	05/31/2007		S		3,000	D	\$ 54.08

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Common Stock	05/31/2007	S	2,500	D	\$ 54.09	15,585.63	D
Common Stock	05/31/2007	S	4,200	D	\$ 54.1	11,385.63	D
Common Stock	05/31/2007	S	800	D	\$ 54.11	10,585.63	D
Common Stock	05/31/2007	S	2,500	D	\$ 54.12	8,085.63	D

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

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(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)	\$ 39.71					01/23/2000 01/23/2008	Common Stock 2,51
Stock Option (Right to Buy)	\$ 34.5	05/31/2007		M	1,413	01/22/2001 01/22/2009	Common Stock 1,41
Stock Option (Right to Buy)	\$ 31.52	05/31/2007		M	3,172	01/23/2006 01/23/2014	Common Stock 3,17
Stock Option (Right to Buy)	\$ 33.75	05/31/2007		M	13,000	02/18/2007 02/18/2015	Common Stock 13,00
Stock Option (Right to Buy)	\$ 39.35					(2) 02/16/2016	Common Stock 12,00

Buy)

Stock Option (Right to Buy)	\$ 50.22	(7)	02/15/2017	Common Stock	8,000
Deferred Stock Unit	(3)	(4)	(4)	Common Stock	2,244.2
Restricted Stock	(3)	(5)	(5)	Common Stock	7,000
Restricted Stock	(3)	(8)	(8)	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRINAN SUSAN F 2801 80TH STREET KENOSHA, WI 53143			VP, Secretary, C.L.O.	

Signatures

Kenneth V. Hallett under Power of Attorney for Susan F. Marrinan 05/31/2007

__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 information is based on a plan statement dated 12/31/2006.
- (2) One half of the option vested on 2/16/2007 and the remainder vests on 2/16/2008.
- (3) 1 for 1.
- (4) 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.
- (5) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (6) Exercise of Rule 16b-3 stock option.
- (7) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.
- (8) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

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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