SNAP-ON Inc Form 4 February 17, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB again

Number: 3235-0287

January 31,

OMB APPROVAL

Expires: 2005
Estimated average

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shur Irwin 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)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
SNAP-ON INC 80TH STREET		PORATED, 2801	02/12/2015	_X_ Officer (give title Other (specify below) VP, Gen Counsel & Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
KENOSHA, WI 53143			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	rities Acqui	ired, Disposed of,	or Beneficiall	y 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. Securi n(A) or Di (Instr. 3,	spose	d of (D)	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	02/12/2015		M <u>(1)</u>	87	A	<u>(1)</u>	11,914	D	
Common Stock	02/12/2015		F(2)	87	D	\$ 144.69	11,827	D	

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.

SEC 1474

(9-02)

Edgar Filing: SNAP-ON Inc - Form 4

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and . Underlying \$ (Instr. 3 and		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	(3)	02/12/2015		A(1)		660		<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Units	(3)	02/12/2015		M(1)			87	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Units	(3)	02/12/2015		M(1)			3,599	<u>(1)</u>	<u>(1)</u>	Common Stock
Deferred Stock Units	(3)	02/12/2015		M(1)		3,599		<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Stock Units	(3)	02/12/2015		A(5)		536		<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Option (Right to Buy)	\$ 144.69	02/12/2015		A		14,000		02/12/2016(6)	02/12/2025	Common Stock
Performance Units	(3)	02/12/2015		A		1,285		(8)	(8)	Common Stock
Restricted Stock Units	(3)	02/12/2015		A		1,285		(9)	<u>(9)</u>	Common Stock
Stock Option (Right to Buy)	\$ 58.94							02/09/2014	02/09/2021	Common Stock
Stock Option (Right to Buy)	\$ 60							02/08/2015	02/08/2022	Common Stock
Stock Option (Right to Buy)	\$ 79.04							02/13/2014(6)	02/13/2023	Common Stock
Stock Option (Right to Buy)	\$ 109.43							02/13/2015(6)	02/13/2024	Common Stock
Restricted Stock Units	(3)							(10)	(10)	Common Stock
Performance	<u>(3)</u>							(11)	(11)	Common

Units

Performance
Units

(12)
Common
Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shur Irwin M
SNAP-ON INCORPORATED
2801 80TH STREET
KENOSHA, WI 53143
VP, Gen
Counsel &
Secretary

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Irwin M. 02/16/2015

**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).
- Based on Company performance during the 2012-2014 period, approximately 121.8% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported); the reporting person elected to defer the receipt of a portion of the underlying shares.
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (**3**) 1 for 1.
- (4) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- Based on Company performance during fiscal 2014, approximately 133.3% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported).

 Assuming continued employment through the end of fiscal 2016, the units will then vest in one installment and the shares will be issued
- shortly thereafter.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (7) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (8) If the Company achieves certain goals over the 2015-2017 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.
- The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2015. Assuming continued employment through the end of fiscal 2017, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- (10) The restricted stock units were earned based on Company performance during fiscal 2013. Assuming continued employment through the end of fiscal 2015, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (11) If the Company achieves certain goals over the 2013-2015 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.
- (12) If the Company achieves certain goals over the 2014-2016 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.

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.

Reporting Owners 3