**SNAP-ON Inc** Form 4 February 23, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

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\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing Day

Pagliari Aldo John			2. Issuer Name <b>and</b> Ticker or Trading Symbol	Issuer		
			SNAP-ON Inc [SNA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
SNAP-ON INCORPORATED, 2801 80TH STREET			(Month/Day/Year) 02/20/2015	Director 10% Owner _X Officer (give title Other (specify below)  Sr VP - Finance & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		

Filed(Month/Day/Year)

KENOSHA, WI 53143

(Ctata)

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Acqui	red, 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)		sed of 4 and (A) or	` '	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	02/20/2015		M	6,480	A	\$ 39.35	37,223.834	D	
Common Stock	02/20/2015		S	6,480	D	\$ 145.405 (1)	30,743.834	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Applicable Line)

Person

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

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)	4. Transactic Code (Instr. 8)	Fransaction of Derivative Expiration Date Code Securities (Month/Day/Year)			7. Title and Amou Underlying Securi (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Stock Option (Right to Buy)	\$ 39.35	02/20/2015		M		6,480	02/16/2008	02/16/2016	Common Stock	6,4
Stock Option (Right to Buy)	\$ 50.22						02/15/2010	02/15/2017	Common Stock	6,4
Stock Option (Right to Buy)	\$ 51.75						02/13/2011	02/13/2018	Common Stock	6,4
Stock Option (Right to Buy)	\$ 29.69						02/11/2012	02/11/2019	Common Stock	6,4
Stock Option (Right to Buy)	\$ 41.01						02/10/2013	02/10/2020	Common Stock	6,4
Stock Option (Right to Buy)	\$ 58.94						02/09/2014	02/09/2021	Common Stock	20,
Stock Option (Right to Buy)	\$ 60						02/08/2015	02/08/2022	Common Stock	27,
Stock Option (Right to Buy)	\$ 79.04						02/13/2014(3)	02/13/2023	Common Stock	30,
Stock Option (Right to Buy)	\$ 109.43						02/13/2015(3)	02/13/2024	Common Stock	33,
Stock Option (Right to Buy)	\$ 144.69						02/12/2016(3)	02/12/2025	Common Stock	34,
Restricted	<u>(4)</u>						(5)	<u>(5)</u>	Common	5,1

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Stock Units				Stock	
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	5
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	3
Performance Units	<u>(4)</u>	<u>(8)</u>	(8)	Common Stock	4
Performance Units	<u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	4
Performance Units	<u>(4)</u>	<u>(10)</u>	(10)	Common Stock	3

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topotong o mar tume ( Trum tos	Director	10% Owner	Officer	Other		
Pagliari Aldo John						
SNAP-ON INCORPORATED 2801 80TH STREET			Sr VP - Finance & CFO			

### **Signatures**

KENOSHA, WI 53143

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J.
Pagliari 02/20/2015

\*\*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).
- This transaction was executed in multiple trades at prices ranging from \$145.03 to \$145.73. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (2) Exercise of Rule 16b-3 stock option.
- (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- **(4)** 1 for 1.
- (5) 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.
- (6) The restricted stock units were earned based on Company performance during fiscal 2014. 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.
- 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.
- (8) 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.

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- (9) 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.
- (10) 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.

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.