SNAP-ON Inc Form 4 January 05, 2016

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
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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

SECURITIES

response...

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1(b).

(Print or Type Responses)

1. Name and Ac PINCHUK N	•	_	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SNAP-ON Inc [SNA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
SNAP-ON INCORPORATED, 2801 80TH STREET			01/02/2016	_X_ Officer (give title Other (specify		
				below) below) Chairman, President and CEO		
				Chairman, Fresident and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
KENOSHA, WI 53143				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)				

(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. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of		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	01/02/2016		M(1)	22,783	A	<u>(1)</u>	290,607.2776 (2)	D	
Common Stock	01/02/2016		F(3)	9,236	D	\$ 171.43	281,371.2776	D	
Common Stock							691.6201 <u>(4)</u>	I	By 401(k) Plan

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

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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. Transactio Code (Instr. 8)	onDeri Secu Acqu or D (D)	urities uired (A) isposed of er. 3, 4,	Expiration Date		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title N
Restricted Stock Units	<u>(5)</u>	01/02/2016		M <u>(1)</u>		22,783	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Option (Right to Buy)	\$ 50.22						02/15/2010	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75						02/13/2011	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69						02/11/2012	02/11/2019	Common Stock
Stock Option (Right to Buy)	\$ 41.01						02/10/2013	02/10/2020	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
Stock Option (Right to Buy)	\$ 144.69						02/12/2016(6)	02/12/2025	Common Stock
	<u>(5)</u>						<u>(7)</u>	<u>(7)</u>	

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Restricted Stock Units				Common Stock
Restricted Stock Units	<u>(5)</u>	(8)	(8)	Common Stock
Performance Units	<u>(5)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock
Performance Units	<u>(5)</u>	(10)	(10)	Common Stock
Performance Units	<u>(5)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock
Deferred Stock Units	<u>(5)</u>	(12)	(12)	Common 20 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PINCHUK NICHOLAS T SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143	X		Chairman, President and CEO			

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Nicholas T.
Pinchuk
01/05/2016

**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) The restricted stock units were earned based on Company performance during fiscal 2013 and vested in one installment based on continued employment through the end of fiscal 2015.
- (2) Includes 2.5524 shares acquired under a dividend reinvestment plan.
- (3) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
- (4) This information is based on a plan statement dated September 30, 2015.
- (**5**) 1 for 1.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (7) 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.
- (8) 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, subject to plan limits.

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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, subject to plan limits.

- (10) 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, subject to plan limits.
- (11) 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, subject to plan limits.
- (12) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.

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.