SNAP ON INC
Form 4
February 15, 2008

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORENO JEANNE M

(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)
02/13/2008

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 below) _____ Other (specify below)
VP - Chief Information Officer

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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2008		A(1)		3,375	A	(1)	3,375	D	

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

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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 or Number of Shares
Stock Option (Right to Buy)	$ 39.35							(2)	02/16/2016	Common Stock	15,000
Stock Option (Right to Buy)	$ 50.22							(3)	02/15/2017	Common Stock	15,000
Stock Option (Right to Buy)	$ 54.5							(4)	04/30/2017	Common Stock	5,000
Stock Option (Right to Buy)	$ 51.75	02/13/2008		A		15,000		(5)	02/13/2018	Common Stock	15,000
Restricted Stock	(7)							(8)	(8)	Common Stock	9,000
Restricted Stock	(7)							(9)	(9)	Common Stock	7,000
Restricted Stock	(7)	02/13/2008		A		7,000		(10)	(10)	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORENO JEANNE M 2801 80TH STREET KENOSHA, WI 53143			VP - Chief Information Officer	

Signatures

Kenneth V. Hallett under Power of Attorney for Jeanne M. Moreno 02/14/2008

**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) Vesting of performance stock-based award based on the achievement of certain company initiatives over the 2005-2007 period.

(2) One half of the option vested on 2/16/2007 and the remainder will vest on 2/16/2008.

(3) One third of the option vests on each of 2/15/2008, 2/15/2009, and 2/15/2010.

(4) One third of the option vests on each of 4/30/2008, 4/30/2009, and 4/30/2010.

(5) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.

(6) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.

(7) 1 for 1.

(8) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.

(9) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

(10) The stock vests on the achievement of certain company initiatives over the 2008-2010 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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