

ELLEN MARTIN M  
Form 4  
March 05, 2008

**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 \*  
ELLEN MARTIN 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)  
03/04/2008

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 \_\_\_\_\_ Other (specify  
below) below)

SVP Finance & CFO

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                    |                                      |                                                    |                                |                                                                   |        |            |             | 517.82                                                                                        | I                                                        | 401(k) Plan                                           |
| Common Stock                    | 03/04/2008                           |                                                    | G                              | V                                                                 | 3,300  | A          | <u>(10)</u> | 33,143                                                                                        | I                                                        | By Limited Partnership <u>(1)</u>                     |
| Common Stock                    | 03/04/2008                           |                                                    | <u>F</u> <sup>(9)</sup>        |                                                                   | 2,200  | D          | \$ 51.75    | 0                                                                                             | D                                                        |                                                       |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 25.11                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 01/24/2005                                                          | 01/24/2013         | Common<br>Stock | 14,393                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 31.52                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 01/23/2006                                                          | 01/23/2014         | Common<br>Stock | 41,828                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 33.75                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 02/18/2007                                                          | 02/18/2015         | Common<br>Stock | 40,000                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 39.35                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | 02/16/2008                                                          | 02/16/2016         | Common<br>Stock | 42,000                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 50.22                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (2)                                                                 | 02/15/2017         | Common<br>Stock | 40,000                           |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 51.75                                                           |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (3)                                                                 | 02/13/2018         | Common<br>Stock | 42,000                           |
| Deferred<br>Stock<br>Units                          | (4)                                                                |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (5)                                                                 | (5)                | Common<br>Stock | 5,962.5716                       |
| Restricted<br>Stock                                 | (4)                                                                |                                         |                                                             |                                      |                                                                                                                    |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock | 24,000                           |

|                     |     |     |     |                 |        |
|---------------------|-----|-----|-----|-----------------|--------|
| Restricted<br>Stock | (4) | (7) | (7) | Common<br>Stock | 18,500 |
| Restricted<br>Stock | (4) | (8) | (8) | Common<br>Stock | 20,640 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                   |       |
|---------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                         | Director      | 10% Owner | Officer           | Other |
| ELLEN MARTIN M<br>2801 80TH STREET<br>KENOSHA, WI 53143 |               |           | SVP Finance & CFO |       |

## Signatures

Kenneth V. Hallett under Power of Attorney for Martin M.      03/05/2008  
Ellen

\_\_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) Shares are held by Martin Robin Partners LP.
- (2) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009 and 2/15/2010.
- (3) One third of the option vests on each of 2/13/2009, 2/13/2010, and 2/13/2011.
- (4) 1 for 1.
- (5) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (6) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.
- (7) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.
- (8) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (9) Shares to cover tax withholding obligations were withheld upon the delivery of share certificates, based upon the price determined as provided in the award agreement. The vesting of the performance stock-based awards based on the determination of achievement of certain company initiatives over the 2005-2007 period was previously reported.
- (10) Change in form of beneficial ownership by contribution to the partnership. These shares were previously reported as directly owned.

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.