

Boyd Iain
Form 4
February 10, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boyd Iain

(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)
02/08/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

V.P. - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	(D)	Price
Common Stock	02/08/2012		M ⁽¹⁾		977	A	11
Common Stock	02/08/2012		F ⁽²⁾		366	D	\$ 60
Common Stock					546.672	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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SEC 1474 (9-02)

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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. 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 Underlying Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	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						02/11/2010 ⁽³⁾	02/11/2019	Common Stock
Stock Option (Right to Buy)	\$ 41.01						02/10/2011 ⁽³⁾	02/10/2020	Common Stock
Stock Option (Right to Buy)	\$ 58.94						02/09/2012 ⁽³⁾	02/09/2021	Common Stock
Stock Option (Right to Buy)	\$ 60	02/08/2012		A	12,000		02/08/2013 ⁽³⁾	02/08/2022	Common Stock
Restricted Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	02/08/2012		A ⁽⁷⁾	1,441		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(5)</u>	02/08/2012		A	2,928		<u>(8)</u>	<u>(8)</u>	Common Stock
Performance Units	<u>(5)</u>	02/08/2012		M ⁽¹⁾		977	<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Units	<u>(5)</u>	02/08/2012		D ⁽¹⁾		984	<u>(1)</u>	<u>(1)</u>	Common Stock

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If the company achieves certain goals over the 2012-2014 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) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

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