

Ward Thomas J
 Form 4
 February 21, 2006

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 *
 Ward Thomas J

2. Issuer Name and Ticker or Trading Symbol
 SNAP ON INC [SNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2801 80TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP - President, Diag. & Info.

KENOSHA, WI 53141

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 287.188 ⁽¹⁾ | D | |
| Common Stock | | | | | 58.89 ⁽²⁾ | I | 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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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 34.5 | | | | | 01/22/2001 | 01/22/2009 | Common Stock |
| Stock Option (Right to Buy) | \$ 26.375 | | | | | 01/28/2002 | 01/28/2010 | Common Stock |
| Stock Option (Right to Buy) | \$ 29.16 | | | | | 05/29/2003 | 05/29/2011 | Common Stock |
| Stock Option (Right to Buy) | \$ 32.22 | | | | | 01/25/2004 | 01/25/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 25.11 | | | | | 01/24/2005 | 01/24/2013 | Common Stock |
| Stock Option (Right to Buy) | \$ 31.52 | | | | | 01/23/2006 | 01/23/2014 | Common Stock |
| Stock Option (Right to Buy) | \$ 33.75 | | | | | <u>(3)</u> | 02/18/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 31.48 | | | | | <u>(3)</u> | 04/01/2015 | Common Stock |
| Stock Option (Right to Buy) | \$ 39.35 | 02/16/2006 | | A | 15,000 | <u>(4)</u> | 02/16/2016 | Common Stock |
| Restricted Stock Units | <u>(6)</u> | 02/16/2006 | | <u>D(7)</u> | 7,500 | <u>(7)</u> | <u>(7)</u> | Common Stock |
| Performance Shares | <u>(8)</u> | 02/16/2006 | | M | 3,800 | <u>(8)</u> | <u>(8)</u> | Common Stock |
| Deferred Stock Unit | <u>(6)</u> | 02/16/2006 | | M | 950 <u>(8)</u> | <u>(9)</u> | <u>(9)</u> | Common Stock |

| | | | | | | | |
|---------------------|-----|------------|---|--------|------|------|-----------------|
| Restricted Stock | (6) | 02/16/2006 | A | 12,000 | (10) | (10) | Common Stock |
|---------------------|-----|------------|---|--------|------|------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ward Thomas J 2801 80TH STREET KENOSHA, WI 53141 | | | VP - President, Diag. & Info. | |

Signatures

| | |
|---|------------|
| Jason D. Bartel under Power of Attorney for Thomas J. Ward | 02/21/2006 |
|---|------------|

__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) Includes 89.89 shares acquired through the Company's Employee Stock Purchase Plan.
- (2) This information is based on a plan statement dated 2/21/06.
- (3) One half of the option vested on 2/18/2006 and the other half vests on 2/18/2007.
- (4) One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.
- (5) Grant of stock option from the Company. There is not a price for the security.
- (6) One for one.
- (7) Vesting of the units was based on the achievement of certain company initiatives over the 2003-2005 period. None of these units vested.
- (8) Each performance share represented the right to receive one share of common stock. Vesting of the units was based on the achievement of certain company initiatives over the 2004-2005 period and 25% of the units vested.
- (9) 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.
- (10) The units vest on the achievement of certain company initiatives over the 2006-2008 period.

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.