

SNAP-ON Inc
Form 4
July 27, 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 *
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)
07/26/2012

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)
VP - Chief Information Officer

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	07/26/2012		M ⁽¹⁾	4,500 (1) A \$ 58.94	8,408	D	
Common Stock	07/26/2012		S ⁽¹⁾	4,500 (1) D \$ 69	3,908	D	

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

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SEC 1474
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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	Amount
Stock Option (Right to Buy)	\$ 41.01					02/10/2011 ⁽²⁾	02/10/2020	Common Stock	
Stock Option (Right to Buy)	\$ 58.94	07/26/2012		M ⁽¹⁾	4,500 ⁽¹⁾	02/09/2012 ⁽²⁾	02/09/2021	Common Stock	
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽²⁾	02/08/2022	Common Stock	
Restricted Stock Units	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	
Restricted Stock Units	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	
Restricted Stock Units	⁽⁴⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	
Performance Units	⁽⁴⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	
Performance Units	⁽⁴⁾					⁽⁹⁾	⁽⁹⁾	Common Stock	
Performance Units	⁽⁴⁾					⁽¹⁰⁾	⁽¹⁰⁾	Common Stock	
Deferred Stock Units	⁽⁴⁾					⁽¹¹⁾	⁽¹¹⁾	Common Stock	10

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

Ryan S. Lovitz under Power of Attorney for Jeanne M.
Moreno

07/27/2012

__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 option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.
- (2) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (3) Exercise of Rule 16b-3 stock option.
- (4) 1 for 1.
- (5) The restricted stock units were earned based on company performance during 2010. Assuming continued employment through the end of fiscal 2012, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (6) The restricted stock units were earned based on company performance during 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.
The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2012. Assuming continued employment through the end of fiscal 2014, 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.
- (7) If the company achieves certain goals over the 2010-2012 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.
- (8) If the company achieves certain goals over the 2011-2013 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.
- (9) 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.
- (10) Payment will begin within 30 days first beginning after the date specified in advance of the deferral by the reporting person, death, disability or termination of employment.
- (11)

Remarks:

The option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.

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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