

RENSI EDWARD H
Form 4
February 07, 2011

FORM 4

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

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).

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 *
RENSI EDWARD H

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 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)

02/07/2011

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/07/2011		M	3,000	A \$ 29.36	20,114.656	D
Common Stock	02/07/2011		M	3,000	A \$ 32.08	23,114.656	D
Common Stock	02/07/2011		M	3,000	A \$ 28.43	26,114.656	D
Common Stock	02/07/2011		M	3,000	A \$ 33.55	29,114.656	D
Common Stock	02/07/2011		M	3,000	A \$ 32.76	32,114.656	D

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Common Stock 02/07/2011 S 15,000 D \$ 58.26 17,453.48 ⁽²⁾ D ₍₁₎

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

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(9-02)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 29.36	02/07/2011		M	3,000	04/27/2001 04/27/2011	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.08	02/07/2011		M	3,000	04/25/2002 04/25/2012	Common Stock	3,000
Stock Option (Right to Buy)	\$ 28.43	02/07/2011		M	3,000	04/24/2003 04/24/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 33.55	02/07/2011		M	3,000	04/23/2004 04/23/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.76	02/07/2011		M	3,000	04/22/2005 04/22/2015	Common Stock	3,000
Restricted Stock	⁽⁴⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock	5,959

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENSI EDWARD H SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA,, WI 53143	X			

Signatures

Ryan S. Lovitz under Power of Attorney for Edward H.
Rensi

02/07/2011

**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).

- This transaction was executed in multiple trades at prices ranging from \$58.09 to \$58.44. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (1) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) Includes 338.824 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
 - (3) Exercise of Rule 16b-3 stock option.
 - (4) 1 for 1.

- (5) All restrictions lapse upon the earliest of retirement from the Board, death or a change in control; the reporting person will receive the underlying shares upon the earliest of the reporting person's 70th birthday (in which case he will receive them in five equal annual installments), death or a change in control.

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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