PINCHUK NICHOLAS T

Form 4

February 15, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PINCHUK NICHOLAS T Issuer Symbol SNAP-ON Inc [SNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title _ Other (specify SNAP-ON INCORPORATED, 2801 02/13/2013 below) 80TH STREET Chairman, President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting KENOSHA, WI 53143 Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secur	rities Acq	uired, Disposed of,	or Beneficiall	y 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. Securiti on(A) or Dis (Instr. 3, 4	posed	d of (D)	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)
Common Stock	02/13/2013		M(1)	66,886	A	<u>(1)</u>	170,794.0472	D	
Common Stock	02/13/2013		F(2)	29,568	D	\$ 79.04	141,226.0472	D	
Common Stock							674.6813	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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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transac Code (Instr. 8)	tion	5. Number of Derivative S Acquired (A Disposed of (Instr. 3, 4, a	Securities (a) or (b)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title ar Underlyir (Instr. 3 a
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 79.04	02/13/2013		A		130,000		02/13/2014(3)	02/13/2023	Commo
Performance Units	<u>(5)</u>	02/13/2013		A		21,037		(6)	<u>(6)</u>	Commo
Restricted Stock Units	<u>(5)</u>	02/13/2013		A		21,037		<u>(7)</u>	<u>(7)</u>	Commo Stock
Restricted Stock Units	<u>(5)</u>	02/13/2013		D(8)			3,543	(8)	<u>(8)</u>	Commo
Performance Units	<u>(5)</u>	02/13/2013		A(1)		30,712		<u>(1)</u>	<u>(1)</u>	Commo
Performance Units	<u>(5)</u>	02/13/2013		M(1)			66,886	<u>(1)</u>	<u>(1)</u>	Commo
Stock Option (Right to Buy)	\$ 31.52							01/23/2006	01/23/2014	Commo
Stock Option (Right to Buy)	\$ 33.75							02/18/2007	02/18/2015	Commo
Stock Option (Right to Buy)	\$ 39.35							02/16/2008	02/16/2016	Commo
Stock Option (Right to Buy)	\$ 50.22							02/15/2010	02/15/2017	Commo
Stock Option (Right to Buy)	\$ 51.75							02/13/2011	02/13/2018	Commo
Stock Option (Right to Buy)	\$ 29.69							02/11/2012	02/11/2019	Commo
Stock Option (Right to Buy)	\$ 41.01							02/10/2011(3)	02/10/2020	Commo

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Stock Option (Right to Buy)	\$ 58.94	02/09/2012(3)	02/09/2021	Commo
Stock Option (Right to Buy)	\$ 60	02/08/2013(3)	02/08/2022	Commo
Restricted Stock Units	<u>(5)</u>	<u>(9)</u>	<u>(9)</u>	Commo
Performance Units	<u>(5)</u>	(10)	(10)	Commo
Performance Units	<u>(5)</u>	<u>(11)</u>	<u>(11)</u>	Commo
Deferred Stock Units	(5)	(12)	(12)	Commo

Reporting Owners

Reporting Owner Name / Address	Relationships						
200 p 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	Director	10% Owner	Officer	Other			
PINCHUK NICHOLAS T SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143	X		Chairman, President and CEO				

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Nicholas T.
Pinchuk

02/15/2013

**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) Based on company performance during the 2010-2012 period, approximately 184.9% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported).
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (4) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (**5**) 1 for 1.
- (6) If the Company achieves certain goals over the 2013-2015 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.
- The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, 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.

(8)

Reporting Owners 3

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Based on company performance during fiscal 2012, approximately 87.9% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported). Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.

- (9) 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.
- (10) 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 subject to plan limits.
- (11) 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 subject to plan limits.
- (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.

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.