**SNAP-ON Inc** Form 4 February 26, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 obligations

may continue. See Instruction 1(b).

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 \* Pagliari Aldo John

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Sr VP - Finance & CFO

SNAP-ON Inc [SNA]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director

10% Owner

SNAP-ON INCORPORATED, 2801

02/26/2014

(Month/Day/Year)

X\_ Officer (give title below)

Other (specify

80TH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

KENOSHA, WI 53403

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	e Seci	urities Acquir	red, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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	02/26/2014		M	4,320	A	\$ 33.75	28,512.3861	D	
Common Stock	02/26/2014		S	4,320	D	\$ 109.7523 (1)	24,192.3861	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	Secur Acqui (A) or	erivative rities ired rosed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Stock Option (Right to Buy)	\$ 33.75	02/26/2014		M		4,320	02/18/2007	02/18/2015	Common Stock	4,3
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	Common Stock	6,4
Stock Option (Right to Buy)	\$ 50.22						02/15/2010	02/15/2017	Common Stock	6,4
Stock Option (Right to Buy)	\$ 51.75						02/13/2011	02/13/2018	Common Stock	6,4
Stock Option (Right to Buy)	\$ 29.69						02/11/2012	02/11/2019	Common Stock	6,4
Stock Option (Right to Buy)	\$ 41.01						02/10/2013	02/10/2020	Common Stock	6,4
Stock Option (Right to Buy)	\$ 58.94						02/09/2014	02/09/2021	Common Stock	20,
Stock Option (Right to Buy)	\$ 60						02/08/2013(3)	02/08/2022	Common Stock	27,
Stock Option (Right to Buy)	\$ 79.04						02/13/2014(3)	02/13/2023	Common Stock	30,
Stock Option (Right to Buy)	\$ 109.43						02/13/2015(3)	02/13/2024	Common Stock	33,
Restricted	<u>(4)</u>						(5)	(5)	Common	5,3

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Stock Units				Stock	
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	5,
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	4,
Performance Units	<u>(4)</u>	(8)	(8)	Common Stock	6,
Performance Units	<u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	4,
Performance Units	<u>(4)</u>	(10)	(10)	Common Stock	4.

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pagliari Aldo John

SNAP-ON INCORPORATED

2801 80TH STREET KENOSHA, WI 53403 Sr VP - Finance & CFO

## **Signatures**

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J.
Pagliari 02/26/2014

\*\*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 \$109.40 to \$110.17. 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 effectuated.
- (2) Exercise of Rule 16b-3 stock option.
- (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- **(4)** 1 for 1.
- (5) The restricted stock units were earned based on Company performance during fiscal 2012. 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.
- (6) The restricted stock units were earned based on Company performance during fiscal 2013. Assuming continued employment through the end of fiscal 2015, 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 2014. Assuming continued employment through the end of fiscal 2016, 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) 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.

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- (9) 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.
- (10) If the Company achieves certain goals over the 2014-2016 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.

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.