SNAP ON INC Form 4 August 04, 2006

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(I)

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MARRINAN SUSAN F			Symbol SNAP ON INC [SNA]			Issuer (Check all applicable)				
(Last)	(First)	(Middle) 3	3. Date of Earliest Transaction							
2801 80TH	STREET	`	(Month/E 08/02/2	Oay/Year) 006			· · ·	10% itleOther below) cretary, C.L.C	er (specify	
(Street) KENOSHA, WI 53143			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				
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative Securities Acq	Person uired, Dis	posed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Date, if	3. Transactio Code (Instr. 8)	4. Securities Acquired (A por Disposed of (D) (Instr. 3, 4 and 5)) 5. Amo Securiti Benefic Owned Followi	ies cially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

(A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 08/02/2006 M 14,000 A 17,500.63 D Stock 37.125 Common 08/02/2006 S 14,000 D \$42 D 3,500.63 Stock

Common 401(k) I 512.75 Stock Plan

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

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Reported

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number.

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 37.125	08/02/2006		M		14,000	01/24/1999	01/24/2007	Common Stock	14,000
Stock Option (Right to Buy)	\$ 39.71						01/23/2000	01/23/2008	Common Stock	15,000
Stock Option (Right to Buy)	\$ 34.5						01/22/2001	01/22/2009	Common Stock	25,000
Stock Option (Right to Buy)	\$ 29.36						04/27/2003	04/27/2011	Common Stock	30,000
Stock Option (Right to Buy)	\$ 32.22						01/25/2004	01/25/2012	Common Stock	20,000
Stock Option (Right to Buy)	\$ 31.52						01/23/2006	01/23/2014	Common Stock	16,000
Stock Option (Right to Buy)	\$ 33.75						<u>(2)</u>	02/18/2015	Common Stock	13,000
Stock Option (Right to Buy)	\$ 39.35						(3)	02/16/2016	Common Stock	12,000

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Deferred Stock Unit	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	2,188
Restricted Stock	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARRINAN SUSAN F 2801 80TH STREET KENOSHA, WI 53143

VP, Secretary, C.L.O.

Signatures

Jason D. Bartel under Power of Attorney for Susan F.
Marrinan

08/04/2006

**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) Grant of stock option from the Company. There is not a price for the security.
- (2) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.
- (3) One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.
- **(4)** 1 for 1.
- (5) 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.
- (6) 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.

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