

**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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>KELLY ARTHUR L</u>  (Last) (First) (Middle) <u>KEL ENTERPRISES L.P.</u> <u>20 SOUTH CLARK STREET, SUITE 2222</u>  (Street) <u>CHICAGO, IL 60603</u>  (City) (State) (Zip)		<u>SNAP ON INC [ SNA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2005</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock								11,652.064	D	
Common Stock								20,000	I	By Trusts <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$31.92						04/26/1996	04/26/2006	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$37.25						04/25/1997	04/25/2007	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$43.6875						04/24/1998	04/24/2008	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$31.938						04/23/1999	04/23/2009	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$26.4375						04/28/2000	04/28/2010	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$29.36						04/27/2001	04/27/2011	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$32.08						04/25/2002	04/25/2012	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$28.43						04/24/2003	04/24/2013	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$33.55						04/23/2004	04/23/2014	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$32.76	04/22/2005		A		3,000	04/22/2005	04/22/2015	Common Stock	3,000	(2)	3,000	D	
Deferred Stock Unit	\$0 <sup>(3)</sup>						(4)	(4)	Common Stock	16,948.008		16,948.008	D	

**Explanation of Responses:**

- Shares reported are held by the Kelly Family Trust and the A.L. Kelly Trust for which the reporting person is a trustee and beneficiary.
- The transaction was an option grant. Accordingly, the reporting price did not pay a price to obtain the option.
- 1 for 1.
- Scheduled for issuance in equal annual installments after the earliest of November 15, 2012, or on death or retirement from the Board.

**Remarks:**

Jason D. Bartel under Power of  
Attorney for Arthur L. Kelly 04/26/2005

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**