

**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)	
PINCHUK NICHOLAS T			SNAP ON INC [ SNA ]		Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
10801 CORPORATE DRIVE			02/23/2004		S.V.P. and President C&I Group	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PLEASANT PRAIRIE WI 53158					X Form filed by One Reporting Person	
(City) (State) (Zip)					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								354.769	I	401(k)

**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					
Stock Option (Right to Buy)	\$30.06						(1)	06/27/2012	Common Stock 40,000		40,000	D	
Stock Option (Right to Buy)	\$25.11						(2)	01/24/2013	Common Stock 40,500		40,500	D	
Stock Option (Right to Buy)	\$31.52						(3)	01/23/2014	Common Stock 40,500		40,500	D	
Deferred Stock Units	(4)						(5)	(5)	Common Stock 449.663		449.663	D	
Restricted Stock	(4)	02/23/2004		D		12,500	(6)	(6)	Common Stock 12,500	(6)	0	D	
Restricted Stock	(4)						(7)	(7)	Common Stock 48,000		48,000	D	

**Explanation of Responses:**

1. One half of the option vested on 6/27/2003 and the remainder vests on 6/27/2004.

2. One half of the option vested on 1/24/2004 and the remainder vests on 1/24/2005.

3. One half of the option vests on 1/23/2005 and the remainder vests on 1/23/2006.

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. Vesting of these Restricted Stock Units were subject to the Company's achievement of certain performance goals over the 2002 - 2003 period. None of these Restricted Stock Units vested.

7. The units vest on the achievement of certain company initiatives over the 2003-2005 period.

**Remarks:**

Jason D. Bartel under Power of  
Attorney for Nicholas T. 02/25/2004  
Pinchuk

\*\* 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.

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