

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A
(Amendment No. 2)
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

and
SCHEDULE 13D/A
(Amendment No. 2)
UNDER THE SECURITIES EXCHANGE ACT OF 1934

HEIN-WERNER CORPORATION
(Name of Subject Company)

SNAP-ON PACE COMPANY
SNAP-ON INCORPORATED
(Bidders)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

423002 10 4
(Cusip Number of Class of Securities)

Susan F. Marrinan
Vice President, General Counsel and Secretary
Snap-on Incorporated
2801 80th Street
Kenosha, Wisconsin 53414-1410
(Name, Address And Telephone Number of Person Authorized to
Receive Notices And Communications on Behalf of Bidder)

Copy To:
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May 29, 1998
(Date of Event Which Requires Filing of This Statement)

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") and the Statement on Schedule 13D, each of which was originally filed on May 4, 1998, each as amended by Amendment No. 1 thereto, filed on May 28, 1997, by Snap-on Pace Company, a Wisconsin corporation (the "Purchaser") and an indirect wholly-owned subsidiary of Snap-on Incorporated, a Delaware corporation ("Parent"), relating to the Purchaser's tender offer for all outstanding shares of Common Stock, par value \$1.00 per share (the "Common Stock"), including the associated common share purchase rights (the "Rights" and, together with the Common Stock, the "Shares"), of Hein-Werner Corporation, a Wisconsin corporation (the "Company"), at \$12.60 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1998 (the "Offer to Purchase"), a copy of which has been filed as Exhibit (a)(1) to the Schedule 14D-1, and in the related Letter of Transmittal (which together constitute the "Offer"), a copy of which has been filed as Exhibit (a)(2) to the Schedule 14D-1.

All capitalized terms used in this Amendment shall have the meanings attributed to them in the Schedule 14D-1. The item numbers and responses thereto below are in accordance with the requirements of Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION TO BE FURNISHED.

Items 10(b) and (c) are hereby amended and supplemented by addition of the following:

On May 29, 1998 the German Federal Cartel Office decided that the conditions for a prohibition of the Merger are not met and granted early termination of the one-month waiting period under the AARC.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 29, 1998

SNAP-ON INCORPORATED

By: /s/ Susan F. Marrinan

Name: Susan F. Marrinan

Title: Vice President, General Counsel
and Secretary