

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SNAP-ON INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

39-0622040
(I.R.S. Employer
Identification No.)

2801 - 80th Street
Kenosha, Wisconsin
(Address of principal executive offices)

53141-1410
(Zip Code)

Snap-on Tools Corporation 401(k) Personal Savings Plan
Sun Electric Corporation Retirement Plan
Snap-on Tools Corporation Personal Savings Plan for Collective
Bargained Groups
(Full title of the plan)

S. F. Marrinan
Vice President, Secretary & General Counsel
2801 - 80th Street
Kenosha, Wisconsin 53141-1410
(414) 636-5200
(Name, address and telephone number, including area code, of agent
for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$1 par value	99,000 (1) shares	\$37.57 (2)	\$3,719,430 (2)	\$1,128 (1)
Preferred Stock Purchase Rights	66,000 (1) rights	(3)	(3)	(3)

- (1) 1,000 shares of Common Stock (and related Preferred Stock Purchase Rights), and the corresponding registration fee of \$10.08 that has previously been paid by the Registrant, are being carried forward from the Registrant's earlier Registration Statement on Form S-8, Registration No. 33-57898.
- (2) Estimated pursuant to Rule 457(c) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based upon the average of the high and low price of the Common Stock as reported on the New York Stock Exchange on January 31, 1997.
- (3) The value attributable to the Preferred Stock Purchase Rights is reflected in the market price of the Common Stock to which the Rights are attached.

Pursuant to Rule 429, the Prospectus referred to herein also relates to the Registrant's Registration Statements on Form S-8, Registration No. 33-57898.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the "Commission") as part of this Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by Snap-on Incorporated (the "Company") or by the Snap-on Tools 401(k) Personal Savings Plan, the Sun Electric Corporation Retirement Plan or the Snap-on Tools Corporation Savings Plan for Collective Bargained Groups (collectively, the "Plans") are hereby incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the year ended December 30, 1995, which includes certified financial statements of the Company as of and for the year ended December 30, 1995.

2. The Plans' Annual Report on Form 11-K for the year ended December 30, 1995, which includes certified financial statements of the Plans as of and for the year ended December 30, 1995.

3. All other reports filed since December 30, 1995 by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

4. The description of the Company's Common Stock contained in Item 1 of the Company's Registration Statement on Form 8-A, including any amendment or report filed for the purpose of updating such description.

5. The description of the Company's Preferred Stock Purchase Rights contained in Item 1 of the Company's Registration Statement on Form 8-A, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company or the Plans pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of filing of this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law permits corporations to indemnify directors and officers. The statute generally

requires that to obtain indemnification the director or officer must have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation; and, additionally, in criminal proceedings, that the officer or director had no reasonable cause to believe his conduct was unlawful. In any proceeding by or in the right of the corporation, no indemnification may be provided if the director or officer is adjudged liable to the corporation (unless ordered by the court). Indemnification against expenses actually and reasonably incurred by a director or officer is required to the extent that such director or officer is successful on the merits in the defense of the proceeding. The Company's Bylaws provide generally for indemnification, to the fullest extent permitted by Delaware law, of a director and officer who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he is or was a director or officer of the Company or was serving at the request of the Company as a director, officer, employee or agent of certain other related entities. The Bylaws provide that the indemnification will cover all costs, charges, expenses, liabilities and losses reasonably incurred by the director or officer. The Bylaws further provide that a director or officer has the right to be paid expenses incurred in defending a proceeding, except the amount of any settlement, in advance of its final disposition upon receipt by the Company of an undertaking from the director or officer to repay the advances if it is ultimately determined that he is not entitled to indemnification.

The Company has entered into Indemnification Agreements with its directors. The Indemnification Agreements provide generally that the Company must promptly advance the director all reasonable costs of defending against litigation. However, no indemnification will be made under the Agreement if the director is found liable for willful misconduct, unless the court finds that the nature of the conduct is such that the director is fairly and reasonably entitled to indemnification. The advance is subject to repayment if stockholders, legal counsel, a quorum of disinterested directors or a panel of three arbitrators find that the director has not met the required standards of conduct.

The directors and officers of the Company are also covered by insurance policies indemnifying them (subject to certain limits and exclusions) against certain liabilities, including certain liabilities arising under the Securities Act of 1933, as amended, which might be incurred by them in such capacities and against which they cannot be indemnified by the Company.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth on the attached Exhibit Index.

The undersigned Registrant has submitted the Plans to the Internal Revenue Service ("IRS") in a timely manner and has made all changes required by the IRS in order to qualify the Plans under Section 401 of the Internal Revenue Code of 1986, as amended.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represents a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not

exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended, that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kenosha, State of Wisconsin, on February 3, 1997.

SNAP-ON INCORPORATED

By: /s/ R. A. Cornog
R. A. Cornog

Chairman of the Board, President
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below as of February 3, 1997 by the following persons in the capacities indicated. Each person whose signature appears below constitutes and appoints Donald S. Huml, Michael F. Montemurro and Susan F. Marrinan, and each of them individually, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to the Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signatures	Title
/s/ R. A. Cornog R. A. Cornog	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
/s/ D. S. Huml D. S. Huml	Senior Vice President-Finance and Chief Financial Officer (Principal Financial Officer)
/s/ G. D. Johnson G. D. Johnson	Controller (Principal Accounting Officer)
B. M. Beronja	Director
/s/ D. W. Brinckman D. W. Brinckman	Director
/s/ B. S. Chelberg B. S. Chelberg	Director
/s/ R. J. Decyk R. J. Decyk	Director
/s/ L. A. Hadley L. A. Hadley	Director
/s/ R. F. Farley R. F. Farley	Director
/s/ A. L. Kelly A. L. Kelly	Director
/s/ G. W. Mead G. W. Mead	Director

/s/ E. H. Rensi
E. H. Rensi

Director

/s/ J. H. Schnabel
J. H. Schnabel

Director

EXHIBIT INDEX

Exhibit No.	Exhibit
(4.1)	Restated Certificate of Incorporation of the Company (incorporated herein by reference to Exhibit 3(a) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1994, File No. 1-7724).
(4.2)	Bylaws of the Company (incorporated herein by reference to Exhibit 3(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 1995, File No. 1-7724).
(4.3)	Rights Agreement dated as of October 23, 1987 between the Company and Harris Trust and Savings Bank, as Rights Agent (incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A dated October 26, 1987, File No. 1-7724).
(4.4)	Amendment to Rights Agreement dated as of October 23, 1987 between the Company and Harris Trust and Savings Bank (incorporated herein by reference to Exhibit 1 to the Company's Current Report on Form 8-K dated June 4, 1992, File No. 1-7724).
(4.5)	Amendment to Rights Agreement dated as of October 23, 1987 between the Company and Harris Trust and Savings Bank (incorporated herein by reference to Exhibit 1 to the Company's Current Report on Form 8-K dated January 28, 1994, File No. 1-7724).
(4.6)	Amendment to Rights Agreement dated as of October 23, 1987 between the Company and Harris Trust and Savings Bank (incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A/A dated June 28, 1996, File No. 1-7724).
(5)	Opinion of Susan F. Marrinan, Esq.
(23.1)	Consent of Arthur Andersen LLP.
(23.2)	Consent of Susan F. Marrinan, Esq. (contained in Exhibit 5 hereto)
(24)	Power of Attorney (included in the signature page to the Registration Statement).

February 3, 1997

Snap-on Incorporated
2801-80th Street
Kenosha, Wisconsin 53141-1410

Ladies and Gentlemen:

Reference is made to the registration statement on Form S-8 (the "Registration Statement") to be filed by Snap-on Incorporated (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to shares of the Company's common stock, \$1 par value ("Common Stock"), and related preferred stock purchase rights (the "Rights") which may be issued pursuant to the Snap-on Tools Corporation 401(k) Personal Savings Plan, the Sun Electric Corporation Retirement Plan and the Snap-on Tools Corporation Personal Savings Plan for Collective Bargained Groups (collectively, the "Plans").

As Vice President, Secretary and General Counsel for the Company, I am familiar with the Company's Restated Certificate of Incorporation and By-laws, as amended, and with its affairs. I have examined or caused to be examined (i) the Plans; (ii) a signed copy of the Registration Statement; (iii) resolutions of the Company's Board of Directors relating to the authorization of the issuance of shares of Common Stock under the Plans; and (iv) such other proceedings, documents and records as I have deemed necessary or appropriate to enable me to render this opinion.

Based upon the foregoing, it is my opinion that:

1. The Company is a corporation validly existing and in good standing under the laws of the State of Delaware.
2. Subject to the second sentence of this paragraph, the Common Stock when issued by the Company in the manner and for the consideration contemplated under the Plans will be validly issued, fully paid and nonassessable. Section 180.0622(2)(b) of the Wisconsin Statutes provides that the shareholders of every corporation are personally liable in an amount equal to the par value of the shares owned by them respectively for all debts owing to employees of the corporation for services performed for such corporation, but not exceeding six months' service in any one case; although the Company is not incorporated in Wisconsin, the Supreme Court of Wisconsin has construed this statutory provision to apply to shareholders of foreign corporations licensed to do business in Wisconsin, which would include the Company.
3. The Rights to be issued with the Common Stock have been duly and validly authorized by all corporate action.

I consent to the use of this opinion as Exhibit 5 to the Registration Statement, and I further consent to the use of my name in the Registration Statement. In giving this consent, I do not admit that I am an "expert" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Susan F. Marrinan

Susan F. Marrinan
Vice President, Secretary
and General Counsel

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports, dated January 24, 1996, included in Snap-on Incorporated's Form 10-K for the fiscal year ended December 30, 1995 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Chicago, Illinois
January 31, 1997