

**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)	
TEERLINK RICHARD F			SNAP ON INC [ SNA ]		<input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SNAP-ON INCORPORATED			04/30/2004		<input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	
2801 80TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)						
KENOSHA, WI 53141						
(City) (State) (Zip)						

**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	04/30/2004		A <sup>(1)</sup>		695	A	\$33.78	14,745.24 <sup>(2)</sup>	D	

**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)
						Date Exercisable	Expiration Date					
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	

**Explanation of Responses:**

1. Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
2. Includes 116.65 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.

**Remarks:**

Jason D. Bartel under Power of  
Attorney for Richard F. 05/04/2004  
Teerlink

\*\* 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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