FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	OVAL
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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* KELLY ARTHUR L						2. Issuer Name and Ticker or Trading Symbol SNAP ON INC [SNA]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 04/23/2004									Officer (give title below)			Other below)	(specify	
KEL ENTERPRISES L.P. 20 SOUTH CLARK STREET, SUITE 2222					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) CHICAGO, IL 60603																re than One Reporting				
(City)	(State	e) ((Zip)																	
		Tab	le I - N	on-Der	ivativ	ve S	ecurit	ies A	cquired,	Disp	ose	d of, o	r Ben	eficially	Owned					
1. Title of Security (Instr. 3) 2. Transact Date (Month/Day							2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr. a			osed Of		ed (A) or etr. 3, 4	5. Amount Securities Beneficial Owned Following	ly	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amo	ount	(A) or (D)	Price	Reported Transaction (Instr. 3 ar	n(s)			(111501. 4)	
Common Sto	ck														10,855	.364		D		
Common Sto	ck														20,00	20,000		I	By Trusts ⁽¹⁾	
			Table						quired, Di s, options	•				ally Owne s)	d					
	2. Conversion or Exercise Price of Derivative Security				4. Transactio Code (Instr. 8)		Derivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount o Securities Underlying Security (Instr. 3 and			Derivative Derivative			f 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deem Execution any (Month/D	Date, if 0	Code (In		Derivativ Securitie Acquired Disposed (Instr. 3,	re es d (A) or d of (D)	Expiration Da	ate	nd	Securitie	s Underly	ing Derivative	Derivative Security	9. Numb derivativ Securitie Benefici Owned Followir Reporte	ve es ially ng	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In		Derivativ Securitie Acquired Disposed (Instr. 3,	re es d (A) or d of (D)	Expiration Da	ate		Securitie	es Underly (Instr. 3 a	ing Derivative	Derivative Security	derivativ Securitie Benefici Owned Followir	ve es ially ng ed tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Expiration Da (Month/Day/\) Date	ete (ear)	ation	Securitie Security	s Underly (Instr. 3 a	ving Derivative and 4) Amount or Number of	Derivative Security	derivative Securitie Benefici Owned Followir Reporte Transac	ve es ially ng ed tion(s)	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3) Stock Option	Conversion or Exercise Price of Derivative Security	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Expiration Da (Month/Day/\frac{1}{2} Date Exercisable	ete (ear) Expira Date	ation 2/2005	Securitie Security Title	non	ving Derivative and 4) Amount or Number of Shares	Derivative Security	derivativ Securitie Benefici Owned Followir Reporte Transac (Instr. 4)	ve es ially ng ed tition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3) Stock Option (Right to Buy) Stock Option	Conversion or Exercise Price of Derivative Security	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Expiration Da (Month/Day/Nonth/Day/\text{Nonth/Day/\text	Expira Date	ation 3/2005	Title Communication Communica	non ck non	Amount or Number of Shares	Derivative Security	derivativ Securitie Benefici Owned Followir Reporte Transac (Instr. 4)	ve es ially ing ed tition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Derivative Security (Instr. 3) Stock Option (Right to Buy) Stock Option (Right to Buy) Stock Option	Conversion or Exercise Price of Derivative Security	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995	Expira Date 04/28 04/26 04/25	ation 2/2005 5/2006 5/2007	Title Communication Stool Communication Com	mon ck mon ck mon ck mon ck	Amount or Number of Shares 1,500 3,000	Derivative Security	derivativ Securitic Benefici Owned Followir Reporte Transac (Instr. 4)	ve es sially ing ed dition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$24.84 \$31.92	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/26/1996 04/25/1997	Expira Date 04/28 04/26 04/25 04/24	ation 3/2005 3/2006 3/2007	Title Comments Store Comment	non ck non ck non ck non ck non ck non ck	Amount or Number of Shares 1,500 3,000 3,000	Derivative Security	derivative Securities Beneficio Owned Followir Reporte Transac (Instr. 4)	ve es ially ing ed tition(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$24.84 \$31.92 \$37.25	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/26/1996 04/24/1998	Expira Date 04/28 04/26 04/25 04/24	2/2005 5/2006 5/2007 7/2008	Title Community Comm	non ck no	Amount or Number of Shares 1,500 3,000 3,000 3,000	Derivative Security	derivative Securities Securities Securities Seneficio Owned Followir Reporte Transact (Instr. 4) 1,50 3,00 3,00	ve see see see see see see see see see s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	Conversion or Exercise Price of Derivative Security \$24.84 \$31.92 \$37.25 \$43.6875 \$31.938	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/26/1996 04/24/1998 04/23/1999	Expiral Date 04/28 04/26 04/25 04/24	3/2005 5/2006 5/2007 5/2009 5/2009	Title Common Stool	mon ck mo	Amount or Number of Shares 1,500 3,000 3,000 3,000 3,000	Derivative Security	derivativ Securitie Beneficio Owned Followin Reporte Transaci (Instr. 4)	ve ses ses ses ses ses ses ses ses ses s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	\$24.84 \$31.92 \$37.25 \$43.6875 \$26.4375	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/25/1997 04/24/1998 04/23/1999 04/28/2000	Expira Date 04/28 04/26 04/25 04/24 04/23 04/28	//2005 //2006 //2007 //2008 //2009 //2010	Title Comment Stoom Stoom Comment Stoom Com	moon ck moon c	Amount or Number of Shares 1,500 3,000 3,000 3,000 3,000 3,000 3,000	Derivative Security	derivativ Securitic Benefici Owned Followin Reporte Transac (Instr. 4) 1,50 3,00 3,00 3,00	ve ses ses ses ses ses ses ses ses ses s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D D D D	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	\$24.84 \$31.92 \$37.25 \$43.6875 \$29.36	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/26/1996 04/25/1997 04/24/1998 04/23/1999 04/28/2000 04/27/2001	Expira Date 04/28 04/26 04/25 04/24 04/23 04/28	2/2005 2/2006 2/2007 2/2008 2/2009 2/2010 2/2011	Title Community Comm	moon ck moon c	Amount or Number of Shares 1,500 3,000 3,000 3,000 3,000 3,000 3,000 3,000	Derivative Security	derivativ Securitic Benefici Owned Followin Reporte Transac (Instr. 4) 1,50 3,00 3,00 3,00 3,00	ve ses ses ses ses ses ses ses ses ses s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4) D D D D D	of Indirect Beneficial Ownership	
Stock Option (Right to Buy)	\$24.84 \$31.92 \$37.25 \$43.6875 \$31.938 \$26.4375 \$32.08	Date	Execution any	Date, if 0 8 9ay/Year)	Code (In B)	ıstr.	Derivativ Securitie Acquired Disposed (Instr. 3, 5)	re es d (A) or d of (D) 4 and	Date Exercisable 04/28/1995 04/26/1996 04/25/1997 04/24/1998 04/23/1999 04/28/2000 04/27/2001 04/25/2002	Expirate O4/28 04/26 04/25 04/27 04/27	7/2005 7/2006 7/2007 7/2008 7/2009 7/2010 7/2011 7/2012	Title Comments Stool Comments	mon ck mo	Amount or Number of Shares 1,500 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000	Derivative Security	derivativ Securitie Beneficio Owned Followin Reporte Transaci (Instr. 4) 1,50 3,00 3,00 3,00 3,00 3,00	ve ses ses ses ses ses ses ses ses ses s	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	

Explanation of Responses:

- 1. 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.
- 2. The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- 3. 1 for 1
- 4. Scheduled for issuance in equal annual installments after the earliest of November 15, 2012, or on death or retirement from the Board.

Remarks:

<u>Jason D. Bartel under Power of Attorney for Arthur L. Kelly</u>

** 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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