

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) June 1, 1998

Snap-on Incorporated

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(Exact same of registrant as specified in its charter)

Delaware	001-07724	39-0622040
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(State or other jurisdictions of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

10801 Corporate Drive, Kenosha, Wisconsin 53141-1430

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Registrant's telephone number, including area code (414) 656-5200

ITEM 2. Acquisition or Disposition of Assets.

Snap-on Incorporated ("Parent"), a Delaware corporation, Snap-on Pace Company (the "Purchaser"), a Wisconsin corporation and an indirect wholly-owned subsidiary of Parent, and Hein-Werner Corporation (the "Company"), entered into the Agreement and Plan of Merger, dated as of April 27, 1998 (the "Merger Agreement"), which provides, among other things, for the merger of the Purchaser with and into the Company (the "Merger"). Pursuant to the Merger Agreement, the Purchaser commenced a cash tender offer on May 4, 1998, for all outstanding shares of the Company's common stock, including the associated common share purchase rights (the "Shares"), at a price of \$12.60 per Share, net to the seller in cash (the "Offer"). The Offer expired at 12:00 midnight, New York City time, on Monday, June 1, 1998. At such time, Purchaser accepted for payment approximately 2,737,030 Shares validly tendered and not withdrawn (approximately 93.7% of the issued and outstanding Shares).

On July 17, 1998, a special meeting of shareholders was held at which the requisite number of shareholders approved and adopted the Merger Agreement. As a result of the Merger, the Company is the surviving corporation and has become an indirect wholly-owned subsidiary of Parent. In the Merger, each outstanding share of common stock of the Company (other than shares held by the Company or owned by the Purchaser) was converted into the right to receive \$12.60 in cash, without interest thereon, all as more fully set forth and described in the Information Statement and the Merger Agreement, each of which was filed as part of a Schedule 14C on June 18, 1998.

ITEM 7. Financial Statements

(a)-(b) Not required.

(c) Exhibits.

2.1 Agreement and Plan of Merger, dated as of April 27, 1998, by and among Parent, the Purchaser and the Company (incorporated by reference to Exhibit (c) (1) of the Schedule 14D-1 filed on May 4, 1998, by Parent and the Purchaser).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf of the undersigned hereunto duly authorized.

Dated: July 22, 1998

By: /s/ Susan F. Marrinan

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Name: Susan F. Marrinan  
Title: Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

Exhibit Number -----	Description -----
2.1	Agreement and Plan of Merger, dated as of April 27, 1998, by and among Parent, the Purchaser and the Company (incorporated by reference to Exhibit (c)(1) of the Schedule 14D-1 filed on May 4, 1998, by Parent and the Purchaser).
99.1	Press Release of Snap-on Incorporated, dated July 20, 1998.

SNAP-ON INCORPORATED ANNOUNCES COMPLETION OF THE  
ACQUISITION OF HEIN-WERNER CORPORATION

KENOSHA, Wisconsin: July 20, 1998 -- Snap-on Incorporated and Hein-Werner Corporation of Waukesha, Wis. announced today the completion of the merger, effective at the close of business Friday, July 17, 1998, resulting in Hein-Werner becoming an indirect wholly-owned subsidiary of Snap-on. Hein-Werner markets collision repair products that employ state-of-the-art technology.

Snap-on Incorporated (NYSE:SNA) is a \$1.7 billion leading global developer, manufacturer and distributor of tool and equipment solutions for professional technicians, motor service shop owners, specialty repair centers, original equipment manufacturers, and industrial tool users worldwide. Product lines include hand and power tools, diagnostics and shop equipment, tool storage products, diagnostics software, and other solutions for the automotive service industry.

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