

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* <u>PTAK FRANK S</u>  (Last) (First) (Middle) <u>ILLINOIS TOOL WORKS INC.</u> <u>3600 WEST LAKE AVENUE</u>  (Street) <u>GLENVIEW, IL 60025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SNAP ON INC [ SNA ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2004</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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			

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)	\$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	
Deferred Stock Unit	\$0 <sup>(1)</sup>	06/30/2004		A <sup>(2)</sup>	44	(3)	(3)	Common Stock 44	\$33.55	4,049.955 <sup>(4)</sup>	D	

Explanation of Responses:

1. 1 for 1.  
2. Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.  
3. Scheduled for issuance in lump sum after the earliest of a date specified in advance of the deferral by the reporting person, or on death or retirement from the Board.  
4. Includes 29.78 deferred stock units acquired through exempt dividend reinvestments.

Remarks:

Jason D. Bartel under Power of Attorney for Frank S. Ptak 07/02/2004

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**