

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)	
<u>KELLY ARTHUR L</u> (Last) (First) (Middle) <u>KEL ENTERPRISES L.P.</u> <u>20 SOUTH CLARK STREET, SUITE 2222</u> (Street) <u>CHICAGO, IL 60603</u> (City) (State) (Zip)			<u>SNAP ON INC [SNA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/06/2004</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		<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	

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	02/06/2004		M		1,500	A	\$24.84	12,042.364	D	
Common Stock	02/06/2004		F		1,187	D	\$31.39	10,855.364	D	
Common Stock								20,000	I	By Trusts ⁽¹⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$24.84	02/06/2004		M			1,500	04/22/1994	04/22/2004	Common Stock	1,500	\$24.84	0	D	
Stock Option (Right to Buy)	\$24.84							04/28/1995	04/28/2005	Common Stock	1,500		1,500	D	
Stock Option (Right to Buy)	\$31.92							04/26/1996	04/26/2006	Common Stock	3,000		3,000	D	
Stock Option (Right to Buy)	\$37.25							04/25/1997	04/25/2007	Common Stock	3,000		3,000	D	
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	
Deferred Stock Unit	\$0 ⁽²⁾							(3)	(3)	Common Stock	14,314.284		14,314.284	D	

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. 1 for 1.

3. Scheduled for issuance in equal annual installments after the earliest of November 15, 2012, or on death or retirement from the Board.

Remarks:

Jason D. Bartel under Power of
Attorney for Arthur L. Kelly

02/10/2004

** 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.