

**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>BILAND ALAN T</u>			<u>SNAP ON INC [ SNA ]</u>		Director 10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		X Officer (give title below) Other (specify below)	
10801 CORPORATE DRIVE			01/23/2004		VP - Chief Information Officer	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PLEASANT WI 53158					X Form filed by One Reporting Person	
(City) (State) (Zip)					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								2,422.108 <sup>(1)</sup>	D	
Common Stock								1,771.379 <sup>(2)</sup>	I	401(k) Plan

**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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$45.75						04/06/1998	04/06/2008	Common Stock	5,000		5,000	D	
Stock Option (Right to Buy)	\$34.5						01/22/2001	01/22/2009	Common Stock	12,000		12,000	D	
Stock Option (Right to Buy)	\$29.36						04/27/2003	04/27/2011	Common Stock	20,000		20,000	D	
Stock Option (Right to Buy)	\$26.23						06/21/2003	06/21/2011	Common Stock	10,000		10,000	D	
Stock Option (Right to Buy)	\$32.22						01/25/2004	01/25/2012	Common Stock	20,000		20,000	D	
Stock Option (Right to Buy)	\$25.11						(3)	01/24/2013	Common Stock	13,500		13,500	D	
Stock Option (Right to Buy)	\$31.52	01/23/2004		A		13,500	(4)	01/23/2014	Common Stock	13,500	(5)	13,500	D	
Deferred Stock Units	(6)						(7)	(7)	Common Stock	4,304		4,304	D	
Deferred Stock Units	(6)						(7)	(7)	Common Stock	5,255.951 <sup>(8)</sup>		5,255.951 <sup>(8)</sup>	D	
Deferred Stock Units	(6)						(7)(9)	(7)(9)	Common Stock	9,500		9,500	D	
Deferred Stock Units	(6)						(7)(10)	(7)(10)	Common Stock	18,000		18,000	D	

**Explanation of Responses:**

- Includes 266,898 shares acquired pursuant to the Snap-on Incorporated Employee Stock Ownership Plan. Also includes 25,079 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- Includes 300,903 shares acquired pursuant to the Corporation's 401(k) Plan.
- One-half of option vested on 1/24/2004 and the remainder vests on 1/24/2005.
- One-half of option vests on 1/23/2005 and the remainder vests on 1/23/2006.
- Grant of stock option from company. There is not a price for the derivative security.

6. 1 for 1.

7. Payments will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

8. Includes 65,097 shares acquired pursuant to the Corporation's Deferred Compensation Plan.

9. The units vest on the achievement of certain company initiatives over the 2002-2003 period.

10. The units vest on the achievement of certain company initiatives over the 2003-2005 period.

**Remarks:**

Jason D. Bartel under Power of  
Attorney for Alan T. Biland 01/27/2004

\*\* 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.

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