SEC	Form	4
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FORM 4

(9)

Performance Units

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
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Section	his box if no lon 16. Form 4 or F ons may continu on 1(b).	Form 5	S	F TATEM	iled pu	rsuant t	o Sec	ction 1	6(a)	of th	he Sec	ENEFIC urities Excha Company Ac	ange Ac	t of 193		HIP	Estima		er: verage burde sponse:	3235-0287 n 0.5
								and T <u>1C</u> [5			Tradin	g Symbol	(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (cive title						
(Last) SNAP-ON 2801 80T		Date of /22/20		est Tra	ansad	ctior	n (Mon	th/Day/Year)	_	X Officer (give title Other (specify below) below) Sr VP & President - RS&I Group										
(Street) KENOSH		: 5	53143		4.	lf Amen	ıdmer	nt, Date	e of (Orig	ginal Fi	led (Month/D	Line	Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person						
(City) (State) (Zip)														Form file Person	ed by Mor	lore than One Reporting		rting		
		Tab	le I -	Non-Der	ivativ	/e Sec	curit	ies A	٩cq	uir	ed, C	Disposed	of, or	Bene	eficially	v Owned				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year						2A. Deemed Execution Date,			3. 4.9			4. Securities Of (D) (Instr.	Acquire 3, 4 and	ed (A) o 5)	r Disposed	sposed 5. Amount of Securities Beneficially Owned Following Reported			Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
						_				ode V Am		Amount	(A) or (D)	A) or D) Price		Transaction(s) (Instr. 3 and 4)				(Instr. 4)
Common S				10/22/20					M ⁽	_		3,259	A	<u> </u>	138.03	47,926		<u> </u>	D	
Common S				10/22/20					S() М(_		3,259	D	- · ·	9.9287 ⁽⁾ 138.03	³⁾ 44,667 56,678			D D	
Common S				10/23/20					M ^C	_		12,011 9,611	A D		0.3216	´		-	D	
Common				10/23/20					S (2,400	D		1.2884			-	D	
			Fable	e II - Deriv												Owned			I	
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction 3A. Deemed rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any			4. Trans	action (Instr.	5. Number ction of			Expiration Date of Securi (Month/Day/Year) Underlyin Derivativ (Instr. 3 a				fitle and Securiti derlying rivative	I Amount es J Security d 4)	Derivative deriva Security Security (Instr. 5) Bener Owner Follow Repo		ve Ownersh ies Form: ially Direct (D or Indire ng (I) (Instr. sd	Ownershi	Beneficial Ownership ct (Instr. 4)	
					Code	ode V (A) (D)			Date Exercisable		Expiratio Date		An or Nu of Title Sh							
Stock Option (Right to Buy)	\$138.03	10/22/2020			M ⁽¹⁾			3,25	9		(6)	02/11/20		mmon tock	3,259	(7)	38,74	11	D	
Stock Option (Right to Buy)	\$138.03	10/23/2020			M ⁽¹⁾			12,01	11		(6)	02/11/20		mmon tock	12,011	(7)	26,73	60	D	
Stock Option (Right to Buy)	\$144.69										(6)	02/12/20		mmon tock	42,000		42,00	00	D	
Stock Option (Right to Buy)	\$168.7										(6)	02/09/20		mmon tock	42,000		42,00	00	D	
Stock Option (Right to Buy)	\$161.18								(02/1	5/2019	(8) 02/15/20		mmon tock	28,646		28,64	16	D	
Stock Option (Right to Buy)	\$155.92								(02/1	4/2020	(8) 02/14/20		mmon tock	25,750		25,75	50	D	
Stock Option (Right to Buy)	\$155.34								(02/1	3/2021	(8) 02/13/20		mmon tock	25,750		25,75	50	D	
Restricted Stock Units	(9)								Τ		(10)	(10)		mmon tock	2,597		2,59	7	D	
Restricted Stock Units	(9)								↑		(11)	(11)		mmon tock	2,946		2,94	6	D	
Performance Units	(9)										(12)	(12)		mmon tock	3,326		3,32	6	D	

Common Stock

3,104

3,104

D

(13)

(13)

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. Transa Code (8)		on of		6. Date Exerci Expiration Dat (Month/Day/Ye	te	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				
Performance Units	(9)							(14)	(14)	Common Stock	2,947		2,947	D	

Explanation of Responses:

1. The option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.

2. Includes 0.1185 shares acquired under a dividend reinvestment plan.

3. This transaction was executed in multiple trades at prices ranging from \$169.90 to \$169.99. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.

4. This transaction was executed in multiple trades at prices ranging from \$169.90 to \$170.83. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.

5. This transaction was executed in multiple trades at prices ranging from \$170.90 to \$171.625. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.

6. Option fully vested.

7. Exercise of Rule 16b-3 stock option pursuant to a Rule 10b5-1 Plan.

8. Original stock option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

9.1 for 1.

10. The restricted stock units were earned based on Company performance during fiscal 2018. Assuming continued employment through the end of fiscal 2020, the units will then vest in one installment and the shares will be issued shortly thereafter.

 The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2020. Assuming continued employment through the end of fiscal 2022, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum number is 200% of the number reported, subject to plan limits.
If the Company achieves certain goals over the 2018-2020 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.

13. If the Company achieves certain goals over the 2019-2021 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.

14. If the Company achieves certain goals over the 2020-2022 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.

/s/ Ryan S. Lovitz under Power of Attorney for Thomas J. Ward 10/26/2020

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Richard T. Miller, Mary E. Bauerschmidt, Kenneth V. Hallett, Mitchell Lindstrom and Ryan S. Lovitz, signing singly, and with full power of substitution, as the undersigned?s true and lawful attorney-in -fact to:

(1) execute for and on behalf of the undersigned, in the undersigned?s capacity as an officer and/or director of Snap-on Incorporated (the ?Company?), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder (the ?Exchange Act?), Form 144 in accordance with Rule 144 under the Securities Act of 1933 (?Rule 144?) and any other forms or reports, including, but not limited to, a Form ID, that the undersigned may be required to file in connection with the undersigned?s ownership, acquisition or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Form 144 or other form or report, complete and execute any amendment or amendments thereto and timely file such form or report with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact?s discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact?s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.The undersigned acknowledges that the foregoing attorneys in fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned?s responsibilities to comply with Section 16 of the Exchange Act or Rule 144.

This Power of Attorney revokes any previous Power of Attorney filed with the Company for the purposes set forth herein and shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned?s holdings of and transactions in securities issued by the Company, unless expressly revoked before that time.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of February 2019.

/s/ Thomas J. Ward Thomas J. Ward