

7. Sole Dispositive Power: 6,450

8. Shared Dispositive Power: 3,931,396

9. Aggregate Amount Beneficially Owned by
Each Reporting Person: 4,027,846**

10. Check Box If The Aggregate Amount in Row (9)
excludes Certain Shares []

11. Percent of Class Represented by Amount in Row 9: 6.80%

12. Type of Reporting Person:
BD, IA, PN

- -----
** Includes 79,475 shares owned by family members of General Partners of First Manhattan Co. which are being reported for informational purposes. First Manhattan Co. disclaims dispositive power as to 35,800 of such shares and beneficial ownership as to 43,675 of such shares.

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Item 1(a) Name of Issuer: SNAP-ON INC.

Item 1(b) Address of Issuer's
Principal Executive Offices: 10801 CORPORATE DRIVE
PLEASANT PRAIRIE, WI 53158-1603

Item 2(a) Name of Person Filing: First Manhattan Co.

Item 2(b) Address Principal Business Office:
437 Madison Avenue
New York, NY 10022

Item 2(c) Citizenship: U.S.A.

Item 2(d) Title of Class of Securities: COMMON

Item 2(e) CUSIP Number: 83303410

Item 3 Check whether the person filing is a:

Item 3(a) ☒ Broker or Dealer registered under Section 15 of the Act.

Item 3(b) - (d) Not applicable.

Item 3(e) ☒ Investment Advisor registered under Section 203
of the Investment Advisors Act of 1940.

Item 3(f) - (h) Not applicable.

Item 4(a) Amount Beneficially Owned: 4,027,846**

Item 4(b) Percent of Class: 6.80%

Item 4(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote 96,450

(ii) shared power to vote or to direct the vote 3,785,146

(iii) sole power to dispose or to direct the
disposition of 96,450

(iv) shared power to dispose or to direct the
disposition of 3,931,396

Item 5 Ownership of Five Percent or Less of Class: []

Item 6 Ownership of More than Five Percent
on Behalf of Another Person: Not applicable.

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Item 7 Identification and Classification of the Subsidiary
Which Acquired the Security Being Reported on
By the Parent Holding Company Not applicable.

Item 8 Identification and Classification of Members
Of the Group Not applicable.

Item 9 Notice of Dissolution of Group Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 11, 1999

- _____
Date

- _____
Signature

Neal K. Stearns, General Partner
- _____
Name/Title

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