

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Snap-On Incorporated

(Name of Issuer)

Common Stock

(Title of Class and Securities)

833034104

(CUSIP Number of Class of Securities)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. See Rule 13d-7).

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SEC 1745 (10-88)

(Continued on following page(s))

CUSIP No. 833034101

13G

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)

(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

: (5) SOLE VOTING POWER
 : (Discretionary Accounts)
 2,604,595 shares

 : (6) SHARED OR NO VOTING POWER
 : 148,900 shares (No Vote)

 : (7) SOLE DISPOSITIVE POWER
 : 2,706,249 shares

 : (8) SHARED OR NO DISPOSITIVE
 POWER
 : 47,200 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 (Discretionary & Non-discretionary Accounts)
 2,753,449 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
 CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 6.4 %

(12) TYPE OF REPORTING PERSON
 IA

CUSIP No. 833034101 13G

(1) NAMES OF REPORTING PERSONS
 O. Mason Hawkins I.D. No. 257-72-3256

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:
 (a)
 (b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Citizen of United States

: (5) SOLE VOTING POWER
 : (Discretionary Accounts)
 : None

 : (6) SHARED VOTING POWER
 : None

 : (7) SOLE DISPOSITIVE POWER
 : None

 : (8) SHARED DISPOSITIVE POWER
 : None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES
CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

(12) TYPE OF REPORTING PERSON
IN

Item 1.

(a). Name of Issuer: Snap-On Tools Corporation
("Issuer")

(b). Address of Issuer's Principal Executive Offices:

2801 80th Street
Kenosha, WI 53141

Item 2.

(a) and (b). Names and Principal Business Addresses of
Persons Filing:

(1). Southeastern Asset Management, Inc.
6075 Poplar Ave., Suite 900
Memphis, TN 38119

(2). Mr. O. Mason Hawkins
Chairman of the Board and C.E.O.
Southeastern Asset Management, Inc.
6075 Poplar Ave., Suite 900
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Common Stock (the
"Securities").

(e). Cusip Number: 833034101

Item 3. If this statement is filed pursuant to Rules 13d-1
(b) or 13d-2 (b), check whether the person filing is a:

(e). Investment Advisor registered under Section 203 of
the Investment Advisers Act of 1940. This
statement is being filed by Southeastern Asset

Management, Inc. as a registered investment adviser. All of the securities covered by this report are owned legally by Southeastern's investment advisory clients and none are owned directly or indirectly by Southeastern. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Southeastern Asset Management, Inc. is the beneficial owner of any of the securities covered by this statement.

- (g). Parent Holding Company. This statement is also being filed by Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

- (a). Amount Beneficially Owned:
2,753,449 shares
- (b). Percent of Class:
6.4 %

Above percentage is based on 42,865,796 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q as of October 28, 1994.

- (c). Number of shares as to which such person has:
- (i). sole power to vote or to direct the vote:
2,604,549 shares
- (ii). shared power or no power to vote or to direct the vote:
No power to vote or direct the vote:
148,900 shares.
- (iii). sole power to dispose or to direct the disposition of:
2,706,249 shares
- (iv). shared or no power to dispose or to direct the disposition of:
47,200 shares.

Item 5. Ownership of Five Percent or Less of a Class: N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person: N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company: N/A

Item 8. Identification and Classification of Members of the
Group: N/A

Item 9. Notice of Dissolution of Group: N/A

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 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 purposes or effect.

Signatures

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

Dated: January 31, 1995

Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of the 31st day of January, 1995.

Southeastern Asset Management, Inc.

By /s/ Charles D. Reaves

Charles D. Reaves
Vice President & General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins
