

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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* <u>MARRINAN SUSAN E</u> (Last) (First) (Middle) <u>2801 80TH STREET</u> (Street) <u>KENOSHA WI 53141</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SNAP ON INC [SNA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP, Secretary, General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								10,178.32 ⁽¹⁾	D	
Common Stock								332.838 ⁽²⁾	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$37.125							01/24/1999	01/24/2007	Common Stock	14,000		14,000	D	
Stock Option (Right to Buy)	\$39.71							01/23/2000	01/23/2008	Common Stock	15,000		15,000	D	
Stock Option (Right to Buy)	\$34.5							01/22/2001	01/22/2009	Common Stock	25,000		25,000	D	
Stock Option (Right to Buy)	\$26.375							01/28/2002	01/28/2010	Common Stock	60,000		60,000	D	
Stock Option (Right to Buy)	\$29.36							04/27/2003	04/27/2011	Common Stock	30,000		30,000	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	15,000		15,000	D	
Stock Option (Right to Buy)	\$31.52	01/23/2004		A		16,000		(4)	01/23/2014	Common Stock	16,000	(5)	16,000	D	
Deferred Stock Units	\$0 ⁽⁶⁾							(7)	(7)	Common Stock	1,210.406 ⁽⁸⁾		1,210.406 ⁽⁸⁾	D	
Deferred Stock Units	\$0 ⁽⁶⁾							(7)(9)	(7)(9)	Common Stock	10,000		10,000	D	
Deferred Stock Units	\$0 ⁽⁶⁾							(7)(10)	(7)(10)	Common Stock	19,000		19,000	D	

Explanation of Responses:

- Includes 50,019 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- Includes 2,655 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.
- 1 for 1.

7. Payment 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 10,406 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 Susan F. 01/27/2004
Marrinan

** 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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