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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1/A  
(Amendment No. 3 - Final Amendment)  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

and  
SCHEDULE 13D/A  
(Amendment No. 3 - Final Amendment)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

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HEIN-WERNER CORPORATION  
(Name of Subject Company)

SNAP-ON PACE COMPANY  
SNAP-ON INCORPORATED  
(Bidders)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
(Title of Class of Securities)

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423002 10 4  
(Cusip Number of Class of Securities)

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Susan F. Marrinan  
Vice President, General Counsel and Secretary  
Snap-on Incorporated  
2801 80th Street  
Kenosha, Wisconsin 53414-1410  
(Name, Address And Telephone Number of Person Authorized to  
Receive Notices And Communications on Behalf of Bidder)

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Copy To:  
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June 1, 1998  
(Date of Event Which Requires Filing of This Statement)

This Amendment No. 3 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") and the Statement on Schedule 13D, each of which was originally filed on May 4, 1998, each as amended by Amendment No. 1 thereto, filed on May 28, 1997, and Amendment No. 2 thereto, filed on May 29, 1998, by Snap-on Pace Company, a Wisconsin corporation (the "Purchaser") and an indirect wholly-owned subsidiary of Snap-on Incorporated, a Delaware corporation ("Parent"), relating to the Purchaser's tender offer for all outstanding shares of Common Stock, par value \$1.00 per share (the "Common Stock"), including the associated common share purchase rights (the "Rights" and, together with the Common Stock, the "Shares"), of Hein-Werner Corporation, a Wisconsin corporation (the "Company"), at \$12.60 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1998 (the "Offer to Purchase"), a copy of which has been filed as Exhibit (a) (1) to the Schedule 14D-1, and in the related Letter of Transmittal (which together constitute the "Offer"), a copy of which has been filed as Exhibit (a) (2) to the Schedule 14D-1.

All capitalized terms used in this Amendment shall have the meanings attributed to them in the Schedule 14D-1. The item numbers and responses thereto below are in accordance with the requirements of Schedule 14D-1.

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

The Offer expired pursuant to its terms at 12:00 Midnight, New York City time, on Monday, June 1, 1998, at which time, based on information provided by the Depositary, approximately 2.7 million Shares, representing approximately 93% of the outstanding Shares, had been validly tendered and

accepted for payment by the Purchaser pursuant to the Offer. On June 2, 1998, Parent issued a press release, a copy of which is attached hereto as Exhibit (a)(10).

ITEM 11. MATERIALS TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a)(10) Press Release of Parent dated June 2, 1998.

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.

Dated: June 2, 1998

SNAP-ON INCORPORATED

By: /s/ Susan F. Marrinan

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Name: Susan F. Marrinan

Title: Vice President,  
General Counsel and Secretary

SNAP-ON INCORPORATED ANNOUNCES CLOSING OF TENDER OFFER FOR SHARES  
OF HEIN-WERNER CORPORATION

Kenosha, Wisconsin: June 2, 1998 - Snap-on Incorporated announced today that its tender offer for all outstanding common shares of Hein-Werner Corporation (ASE:HNW) at \$12.60 per share in cash expired on Monday, June 1, 1998, at midnight, EDT, and that such shares have been accepted for payment. Snap-on stated that approximately 2.7 million common shares of Hein-Werner were tendered pursuant to the offer, which shares represent approximately 93% of the total outstanding shares. Hein-Werner announced today that it will hold a special shareholders' meeting in July, 1998 for the purpose of approving and adopting the merger of a subsidiary of Snap-on with and into Hein-Werner, resulting in Hein-Werner becoming an indirect wholly-owned subsidiary of Snap-on. The affirmative vote of at least 66 2/3 percent of the voting power of the outstanding shares of Hein-Werner will be necessary to approve the merger. As a result of the consummation of the tender offer, however, Snap-on owns and has the right to vote a sufficient number of shares to approve and adopt the merger without the affirmative vote of any other shareholder, thereby assuring such approval and adoption. Pursuant to the terms of such merger, any Hein-Werner shares not acquired in the tender offer will be exchanged for \$12.60 per share in cash. Snap-on Incorporated (NYSE:SNA) is a \$1.7 billion leading global developer, manufacturer and distributor of tool and equipment solutions for professional technicians, motor service shop owners, specialty repair centers, original equipment manufacturers, and industrial tool users worldwide. Product lines include hand and power tools, diagnostics and shop equipment, tool storage products, diagnostic software, and other solutions for the automotive service industry.

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