SEC Form 4

FORM 4

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

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ward Thomas J	SNAP ON INC [SNA]	

1. Name and Address of Reporting Person*
Ward Thomas J
(Last) (First) (Middle)
2801 80TH STREET
(Street)
KENOSHA WI 53143
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SNAP ON INC [SNA]

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2006

4. If Amendment, Date of Original Filed (Month/Day/Year)
06/01/2006

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner
X Officer (give title below)   Other (specify below)

VP - President, Diag. & Info.

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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								287.188	D	
Common Stock	05/30/2006		I		58.89	D	$40.69	0[(1)]	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)	$34.5							01/22/2001	01/22/2009	Common Stock	2,000		2,000	D	
Stock Option (Right to Buy)	$29.16							05/29/2003	05/29/2011	Common Stock	10,000		10,000	D	
Stock Option (Right to Buy)	$32.22							01/25/2004	01/25/2012	Common Stock	9,000		9,000	D	
Stock Option (Right to Buy)	$31.52							01/23/2006	01/23/2014	Common Stock	7,200		7,200	D	
Stock Option (Right to Buy)	$33.75							[(2)]	02/18/2015	Common Stock	6,480		6,480	D	
Stock Option (Right to Buy)	$31.48							[(2)]	04/01/2015	Common Stock	3,220		3,220	D	
Stock Option (Right to Buy)	$39.35							[(3)]	02/16/2016	Common Stock	15,000		15,000	D	

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)	$37.47							(4)	04/27/2016	Common Stock	5,000		5,000	D	
Deferred Stock Unit	(5)	05/30/2006		I			956.77	(7)	(7)	Common Stock	956.77(6)	$40.69	0	D	
Restricted Stock	(5)							(8)	(8)	Common Stock	12,000		12,000	D	

Explanation of Responses:

1. Transaction not previously reported.

2. One half of the option vested on 2/18/2006 and the other half vests on 2/18/2007.

3. One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.

4. One half of the option vests on 4/27/2007 and the other half vests on 4/27/2008.

5. One for one.

6. Includes 6.77 deferred stock units acquired through exempt dividend reinvestments.

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. The units vest on the achievement of certain company initiatives over the 2006-2008 period.

Remarks:

Kenneth V. Hallett under Power of Attorney for Thomas J. Ward   02/28/2007

** 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

For Executing Forms 3, 4 and 5

Know all by these presents that the undersigned hereby constitutes and appoints Susan F. Marrinan,
Kenneth V. Hallett and Ryan Morrison signing singly as true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned in the undersigned's capacity as a director
and/or officer of Snap-on Incorporated (the "Company"), Forms 3, 4 or 5 in accordance
with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be
necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely
filing of such form with the United States Securities and Exchange Commission and any
other 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 his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform
all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of
the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact 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 his 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 attorney-in-fact is serving in such capacity at the request of the undersigned and are not assuming
any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This power of attorney shall be valid 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 Company securities, unless expressly
revoked before that time.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of
this 21st day of February, 2007.

        /s/ Thomas J. Ward

Thomas J. Ward

J:/Legal/Section 16 Materials/Forms/Power of Attorney for executing Form 3 4 5.doc