
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

APRIL 22, 1994

Date of Report (Date of earliest event reported)

SNAP-ON INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	1-7724 (Commission File Number)	39-06622040 (IRS Employer Identification No.)
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2801 - 80TH STREET, KENOSHA, WISCONSIN (Address of principal executive offices)	53140 (Zip Code)
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(414) 656-5200
(Registrant's telephone number, including area code)

SNAP-ON TOOLS CORPORATION
(Former name, if changed since last report)

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Item 5. OTHER EVENTS.

On April 22, 1994, the registrant (a) filed a Certificate of Amendment to its Restated Certificate of Incorporation (a copy of which is filed as an exhibit to this report and is hereby incorporated by reference) changing its name from "Snap-on Tools Corporation" to "Snap-on Incorporated" and (b) issued a news release (a copy of which is filed as an exhibit to this report and is hereby incorporated by reference) stating that on April 22, 1994 the stockholders of the registrant approved the proposal (previously approved by the registrant's Board of Directors) to so change the registrant's name.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SNAP-ON INCORPORATED

By: /s/ Susan F. Marrinan

Susan F. Marrinan
Vice President, Secretary and
General Counsel

Dated: May 5, 1994

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SNAP-ON INCORPORATED

EXHIBIT INDEX

Number and Description of Exhibit -----	Sequential Page Number*
3(i) Certificate of Amendment of Restated Certificate of Incorporation of registrant filed April 22, 1994	5
99 News release dated April 22, 1994 issued by registrant	6

*This information appears only in the manually signed original of the report.

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

Snap-on Tools Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Snap-on Tools Corporation held on October 22, 1993, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation of consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is Snap-on Incorporated."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the Annual Meeting of the stockholders of said corporation was duly called and held on April 22, 1994 upon notice in accordance with Section 222 of the General corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Snap-on Tools Corporation has caused this certificate to be signed by Michael F. Montemurro, its Vice President and attested by Susan F. Marrinan, its Secretary, this 22nd day of April, 1994.

By: /s/ Michael F. Montemurro

Michael F. Montemurro
Sr. VP-Financial Services, Administration
and Chief Financial Officer

Attest:

By: /s/ Susan F. Marrinan

Susan F. Marrinan, Secretary

OFFICE OF THE SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SNAP-ON TOOLS CORPORATION", CHANGING ITS NAME FROM "SNAP-ON TOOLS CORPORATION" TO "SNAP-ON INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 1994, AT 12:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

[SEAL] /s/ William T. Quillen

WILLIAM T. QUILLEN, SECRETARY OF STATE

AUTHENTICATION: 7098170

DATE: 04-22-94

SNAP-ON

IMMEDIATE

Snap-on Tools Corporation
2801 80th St.
Kenosha, Wisconsin 53141-1410
414/656-5200

Release: _____

SNAP-ON TOOLS CORPORATION CHANGES NAME TO SNAP-ON INCORPORATED;
SHAREHOLDERS RE-ELECT FOUR DIRECTORS; QUARTERLY DIVIDEND DECLARED

KENOSHA, Wis.--April 22, 1994--Snap-on Tools Corporation said it will change its name to Snap-on Incorporated, reflecting the Corporation's expansion beyond its traditional business of manufacturing and marketing hand tools for professional automotive technicians. Shareholders approved the name change at the Corporation's annual meeting held in Racine, Wisconsin today. Shareholders also re-elected four members of the board of directors.

Snap-on Incorporated will operate through its four customer-focused operating units: Snap-on Tools, the Corporation's heritage business; Snap-on Diagnostics, which provides diagnostic and shop equipment to growing worldwide markets; Snap-on Industrial, which provides industrial tooling through both direct sales and industrial distributors; and Snap-on Financial Services, Inc., which provides credit and leasing programs for customers of the Corporation's other three businesses.

Shareholders re-elected four directors to the Corporation's board: Bruce S. Chelberg, chairman and chief executive officer of Whitman Corporation; Roxanne J. Decyk, vice president-marketing and sales, polymers, Amoco Chemical Company; Raymond F. Farley, retired chief executive officer and president, S.C. Johnson & Son, Inc.; and Arthur L. Kelly, managing partner, KEL Enterprises Ltd. The board is composed of nine members.

The board of directors declared a second quarter dividend of 27 cents per share, payable June 10, 1994, to shareholders of record May 20, 1994. The Corporation has paid consecutive quarterly cash dividends since 1939.

Snap-on is a leading producer and distributor of quality hand and power tools, diagnostic equipment, and tool storage units for professional mechanics and industry.

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INVESTOR RELATIONS CONTACT:
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