

SNAP ON INC  
Form 4  
February 10, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MONTEMURRO MICHAEL F

(Last) (First) (Middle)  
10801 CORPORATE DRIVE  
(Street)

PLEASANT PRAIRIE, WI 53158

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. V.P.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/08/2005		M		36,518 A \$ 25.11	77,432.085	D
Common Stock	02/09/2005		M		2,000 A \$ 25.11	79,432.085	D
Common Stock	02/08/2005		F		26,050 D \$ 35.2	53,382.085	D
Common Stock	02/08/2005		S		10,468 D \$ 35.135	42,914.085	D
Common Stock						207	I By Wife

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 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	24,000
Stock Option (Right to Buy)	\$ 39.71					01/23/2000 01/23/2008		Common Stock	18,000
Stock Option (Right to Buy)	\$ 34.5					01/22/2001 01/22/2009		Common Stock	30,000
Stock Option (Right to Buy)	\$ 26.375					01/28/2002 01/28/2010		Common Stock	135,000
Stock Option (Right to Buy)	\$ 29.36					04/27/2003 04/27/2011		Common Stock	80,000
Stock Option (Right to Buy)	\$ 32.22					01/25/2004 01/25/2012		Common Stock	55,000
Stock Option (Right to Buy)	\$ 25.11	02/08/2005 <sup>(1)</sup>		M	38,518	01/24/2005 01/24/2013		Common Stock	38,518

Stock Option (Right to Buy)	\$ 31.52	(2)	01/23/2014	Common Stock	40,500
Deferred Stock Units	\$ 0 (3)	(4)	(4)	Common Stock	4,034.68
Deferred Stock Units	\$ 0 (3)	(4)(5)	(4)(5)	Common Stock	48,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTEMURRO MICHAEL F 10801 CORPORATE DRIVE PLEASANT PRAIRIE, WI 53158			Sr. V.P.	

## Signatures

Jason D. Bartel under Power of Attorney for Michael F. Montemurro 02/10/2005

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) 36,518 of the options were purchased on 2/8/05 and 2,000 of the options were purchased on 2/9/05.
- (2) One half of option vests on 1/23/2005 and the remainder vests on 1/23/2006.
- (3) 1 for 1.
- (4) 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.
- (5) The units vest on the achievement of certain company initiatives over the 2003-2005 period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.