

PINCHUK NICHOLAS T  
 Form 4  
 February 10, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 PINCHUK NICHOLAS T

(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)  
 02/08/2012

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)  
 Chairman, President and CEO

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  | (A) or (D)   | Price                             |
| Common Stock                    | 02/08/2012                           |  | M <sup>(1)</sup>               |   | 16,573  | A  | Ⓛ                                 |
| Common Stock                    | 02/08/2012                           |  | F <sup>(2)</sup>               |   | 6,870   | D  | \$ 60                             |
| Common Stock                    |                                      |  |                                |   | 671.476   | I  | 401(k) Plan                       |

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

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number.

**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 of Underlying Security (Instr. 3 a) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                              | Title        |
| Stock Option (Right to Buy)                | \$ 25.11   |                                      |  |                                |   | 01/24/2005   | 01/24/2013                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 31.52   |                                      |  |                                |   | 01/23/2006   | 01/23/2014                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 33.75   |                                      |  |                                |   | 02/18/2007   | 02/18/2015                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 39.35   |                                      |  |                                |   | 02/16/2008   | 02/16/2016                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 50.22   |                                      |  |                                |   | 02/15/2010   | 02/15/2017                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 51.75   |                                      |  |                                |   | 02/13/2011   | 02/13/2018                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 29.69   |                                      |  |                                |   | 02/11/2010 <sup>(3)</sup>                                | 02/11/2019                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 41.01   |                                      |  |                                |   | 02/10/2011 <sup>(3)</sup>                                | 02/10/2020                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 58.94   |                                      |  |                                |   | 02/09/2012 <sup>(3)</sup>                                | 02/09/2021                                   | Common Stock |
| Stock Option (Right to Buy)                | \$ 60  | 02/08/2012                           |  | A                              | 125,000   | 02/08/2013 <sup>(3)</sup>                                | 02/08/2022                                   | Common Stock |
| Restricted Stock Units                     | <u>(5)</u>   |                                      |  |                                |   | <u>(6)</u>   | <u>(6)</u>                                   | Common Stock |
|  | <u>(5)</u>   | 02/08/2012                           |  | <u>A<sup>(7)</sup></u>         | 17,651  | <u>(7)</u>   | <u>(7)</u>                                   |              |

|                        |     |            |                  |        |      |      |  |              |
|------------------------|-----|------------|------------------|--------|------|------|--|--------------|
| Restricted Stock Units |     |            |                  |        |      |      |  | Common Stock |
| Restricted Stock Units | (5) | 02/08/2012 | A                | 29,285 | (8)  | (8)  |  | Common Stock |
| Performance Units      | (5) | 02/08/2012 | M <sup>(1)</sup> | 16,573 | (1)  | (1)  |  | Common Stock |
| Performance Units      | (5) | 02/08/2012 | D <sup>(1)</sup> | 16,707 | (1)  | (1)  |  | Common Stock |
| Performance Units      | (5) |            |                  |        | (9)  | (9)  |  | Common Stock |
| Performance Units      | (5) |            |                  |        | (10) | (10) |  | Common Stock |
| Performance Units      | (5) | 02/08/2012 | A                | 29,286 | (11) | (11) |  | Common Stock |
| Deferred Stock Units   | (5) |            |                  |        | (12) | (12) |  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| PINCHUK NICHOLAS T<br>2801-80TH STREET<br>KENOSHA, WI 53143 | X             |           | Chairman, President and CEO |       |

## Signatures

Ryan S. Lovitz under Power of Attorney for Nicholas T. Pinchuk

02/10/2012

\_\_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) Based on company performance during the 2009-2011 period, approximately 49.8% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported subject to plan limits).
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (4) This transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
- (5) 1 for 1.
- (6) The restricted stock units were earned based on company performance during 2010. Assuming continued employment through the end of fiscal 2012, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (7) Based on company performance during fiscal 2011, approximately 159.8% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported subject to plan limits). Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares

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will be issued shortly thereafter.

- (8) The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2012. Assuming continued employment through the end of fiscal 2014, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported subject to plan limits.
- (9) If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The grant reported above represents the target number of units that may be earned; the maximum amount is 200% of the number reported subject to plan limits.
- (10) If the company achieves certain goals over the 2011-2013 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported subject to plan limits.
- (11) If the company achieves certain goals over the 2012-2014 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported subject to plan limits.
- (12) 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.

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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