PINCHUK NICHOLAS T
Form 4
May 03, 2013

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PINCHUK NICHOLAS T

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 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)
05/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President and CEO

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	05/02/2013		M		40,500	A	$ 31.52	181,726.8619 (1)	D	
Common Stock	05/02/2013		S		26,030	D	$ 85.5435 (2)	155,696.8619	D	
Common Stock								677.8856 (3)	I	By 401(k) Plan

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

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SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control 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 and Amo Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sh
Stock Option (Right to Buy)	$ 31.52	05/02/2013		M			40,500	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							02/11/2012	02/11/2019	Common Stock	
Stock Option (Right to Buy)	$ 41.01							02/10/2013	02/10/2020	Common Stock	
Stock Option (Right to Buy)	$ 58.94							02/09/2012 [(5)](#)	02/09/2021	Common Stock	
Stock Option (Right to Buy)	$ 60							02/08/2013 [(5)](#)	02/08/2022	Common Stock	
Stock Option (Right to Buy)	$ 79.04							02/13/2014 [(5)](#)	02/13/2023	Common Stock	

Restricted Stock Units	(6)	(7)	(7)	Common Stock	
Restricted Stock Units	(6)	(8)	(8)	Common Stock	
Restricted Stock Units	(6)	(9)	(9)	Common Stock	
Performance Units	(6)	(10)	(10)	Common Stock	
Performance Units	(6)	(11)	(11)	Common Stock	
Performance Units	(6)	(12)	(12)	Common Stock	
Deferred Stock Units	(6)	(13)	(13)	Common Stock	19

Reporting Owners

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

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Nicholas T. Pinchuk	05/02/2013
**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) Includes .8147 shares acquired under a dividend reinvestment and direct stock purchase plan.

(2) This transaction was executed in multiple trades at prices ranging from $85.50 to $85.74. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.

(3) This information is based on a plan statement dated March 31, 2013.

(4) Exercise of Rule 16b-3 stock option.

(5) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.

(6) 1 for 1.

(7) The restricted stock units were earned based on company performance during fiscal 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.

(8) The restricted stock units were earned based on company performance during fiscal 2012. Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.

(9) The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, 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.

(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) If the company achieves certain goals over the 2013-2015 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.

(13) 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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