

SNAP-ON Inc
Form 4
January 05, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Banerjee Anup R

(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)
01/02/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr VP & Chief Devel. Officer

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	01/02/2016		M ⁽¹⁾		55	A <u>11</u>	55	D	
Common Stock	01/02/2016		F ⁽²⁾		55	D \$ 171.43	0	D	

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	(3)	01/02/2016		M(1)			55	(1)	(1)	Common Stock
Restricted Stock Units	(3)	01/02/2016		M(1)			2,294	(1)	(1)	Common Stock
Deferred Stock Units	(3)	01/02/2016		M(1)		2,294		(4)	(4)	Common Stock
Stock Option (Right to Buy)	\$ 79.04							02/13/2014(6)	02/13/2023	Common Stock
Stock Option (Right to Buy)	\$ 109.43							02/13/2015(6)	02/13/2024	Common Stock
Stock Option (Right to Buy)	\$ 144.69							02/12/2016(6)	02/12/2025	Common Stock
Restricted Stock Units	(3)							(7)	(7)	Common Stock
Restricted Stock Units	(3)							(8)	(8)	Common Stock
Performance Units	(3)							(9)	(9)	Common Stock
Performance Units	(3)							(10)	(10)	Common Stock
Performance Units	(3)							(11)	(11)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Sr VP & Chief Devel. Officer

Banerjee Anup R
SNAP-ON INCORPORATED
2801-80TH STREET
KENOSHA, WI 53143

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Anup R.
Banerjee

01/05/2016

__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).

The restricted stock units were earned based on Company performance during fiscal 2013 and vested in one installment based on
(1) continued employment through the end of fiscal 2015; the reporting person elected to defer the receipt of a portion of the underlying shares.
(2) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
(3) 1 for 1.
(4) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
(5) This information reflects the plan balance as of the date of the transaction.
(6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
(7) The restricted stock units were earned based on Company performance during fiscal 2014. Assuming continued employment through the end of fiscal 2016, the units will then vest in one installment and the shares will be issued shortly thereafter.

The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2015. Assuming continued employment through the end of fiscal 2017, 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.
(8)
(9) 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.
(10) If the Company achieves certain goals over the 2014-2016 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 2015-2017 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.

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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