**SNAP-ON Inc** Form 4 February 23, 2016

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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may continue.

See Instruction

if no longer

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Pagliari Aldo John Issuer Symbol SNAP-ON Inc [SNA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title SNAP-ON INCORPORATED, 2801 02/22/2016 below) 80TH STREET Sr VP - Finance & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting KENOSHA, WI 53143 Person

(City)	(State)	(Zip) Tal	ble I - Non-	Derivativ	e Sec	urities Acquir	red, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. 4. Securities Acquired (A) Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year)  (A) or				(D)	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)
Common Stock	02/22/2016		Code V M	Amount 6,480	(D)	Price \$ 50.22	42,676.5095	D	
Common Stock	02/22/2016		S	6,480	D	\$ 146.7662	36,196.5095	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transac Code (Instr. 8	S (A) (A) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	of De Secur Acqu A) o Dispo D)	rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code	<b>V</b> (.	A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Stock Option (Right to Buy)	\$ 50.22	02/22/2016		M			6,480	02/15/2010	02/15/2017	Common Stock	6,4
Stock Option (Right to Buy)	\$ 51.75							02/13/2011	02/13/2018	Common Stock	6,4
Stock Option (Right to Buy)	\$ 29.69							02/11/2012	02/11/2019	Common Stock	6,4
Stock Option (Right to Buy)	\$ 41.01							02/10/2013	02/10/2020	Common Stock	6,4
Stock Option (Right to Buy)	\$ 58.94							02/09/2014	02/09/2021	Common Stock	20,
Stock Option (Right to Buy)	\$ 60							02/08/2015	02/08/2022	Common Stock	27,
Stock Option (Right to Buy)	\$ 79.04							02/13/2016	02/13/2023	Common Stock	30,
Stock Option (Right to Buy)	\$ 109.43							02/13/2015(3)	02/13/2024	Common Stock	33,
Stock Option (Right to Buy)	\$ 144.69							02/12/2016(3)	02/12/2025	Common Stock	34,
Stock Option (Right to Buy)	\$ 138.03							02/11/2017(3)	02/11/2026	Common Stock	35,
Restricted	<u>(4)</u>							<u>(5)</u>	<u>(5)</u>	Common	5,3

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Stock Units				Stock	
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	(6)	Common Stock	4,
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	2,
Performance Units	<u>(4)</u>	(8)	(8)	Common Stock	4,
Performance Units	<u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	3,
Performance Units	<u>(4)</u>	(10)	(10)	Common Stock	2,

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pagliari Aldo John

CNA D. ON DISCORDED A FEED

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

Sr VP - Finance & CFO

# **Signatures**

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J. Pagliari

02/23/2016

\*\*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).
- This transaction was executed in multiple trades at prices ranging from \$146.46 to \$146.95. 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.
- (2) Exercise of Rule 16b-3 stock option.
- (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- **(4)** 1 for 1.
- (5) 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.
- (6) The restricted stock units were earned based on Company performance during fiscal 2015. Assuming continued employment through the end of fiscal 2017, 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 2016. Assuming continued employment through the end of fiscal 2018, 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) 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.

Reporting Owners 3

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- (9) 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.
- (10) If the Company achieves certain goals over the 2016-2018 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. 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.