

SNAP ON INC
Form 4
November 18, 2004

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 *
MARRINAN SUSAN F

(Last) (First) (Middle)
2801 80TH STREET
(Street)

KENOSHA, WI 53141

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

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)
VP , Secretary, C.L.O.

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	11/16/2004		M		41,709 A \$ 26.375	D	
Common Stock	11/16/2004		S		26,700 D \$ 31.07	D	
Common Stock	11/16/2004		S		1,309 D \$ 31.08	D	
Common Stock	11/16/2004		S		2,100 D \$ 31.1	D	
Common Stock	11/16/2004		S		11,600 D \$ 31.25	D	

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Common Stock 332.838 I 401(k) Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Stock Option (Right to Buy)	\$ 37.125					01/24/1999 01/24/2007	Common Stock 14,000
Stock Option (Right to Buy)	\$ 39.71					01/23/2000 01/23/2008	Common Stock 15,000
Stock Option (Right to Buy)	\$ 34.5					01/22/2001 01/22/2009	Common Stock 25,000
Stock Option (Right to Buy)	\$ 26.375	11/16/2004		M	41,709	01/28/2002 01/28/2010	Common Stock 41,709
Stock Option (Right to Buy)	\$ 29.36					04/27/2003 04/27/2011	Common Stock 30,000
Stock Option (Right to Buy)	\$ 32.22					01/25/2004 01/25/2012	Common Stock 20,000
	\$ 25.11					(2) 01/24/2013	7,500

