

RENSI EDWARD H
Form 4
February 22, 2010

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 *
RENSI EDWARD H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 2801
80TH STREET

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

02/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

KENOSHA,, WI 53143

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/22/2010 | | M | A | \$ 26.4375 | (1) | D |
| Common Stock | 02/22/2010 | | S | D | \$ 43.03 | | 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 Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 26.4375 | 02/22/2010 | | M | | 3,000 | | 04/28/2000 | 04/28/2010 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 29.36 | | | | | | | 04/27/2001 | 04/27/2011 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 32.08 | | | | | | | 04/25/2002 | 04/25/2012 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 28.43 | | | | | | | 04/24/2003 | 04/24/2013 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 33.55 | | | | | | | 04/23/2004 | 04/23/2014 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 32.76 | | | | | | | 04/22/2005 | 04/22/2015 | Common Stock | 3,000 |
| Restricted Stock Units | (3) | | | | | | | (4) | (4) | Common Stock | 3,698 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

RENSI EDWARD H
SNAP-ON INCORPORATED X
2801 80TH STREET
KENOSHA,, WI 53143

Signatures

Kenneth V. Hallett under Power of Attorney for Edward H. 02/22/2010
Rensi

 **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 454.216 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (2) Exercise of Rule 16b-3 stock option.
- (3) 1 for 1.
- (4) All restrictions lapse and the reporting person will receive the underlying shares upon termination of service as a director or upon a change in control.

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.