

KELLY ARTHUR L
 Form 4
 May 03, 2011

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 *
KELLY ARTHUR L

(Last) (First) (Middle)

**KEL ENTERPRISES L.P., 20
 SOUTH CLARK STREET, SUITE
 2222**

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/29/2011

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					20,000	I	By Trusts (1)
Common Stock					24,700.198 (2)	D	

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 or Number of Shares
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
Deferred Stock Units	(3)	04/29/2011		A(4)	275	(5) (5)	Common Stock 275
Restricted Stock Units	(3)	04/29/2011		A(7)	1,669	(8) (8)	Common Stock 1,669

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY ARTHUR L
KEL ENTERPRISES L.P.
20 SOUTH CLARK STREET, SUITE 2222
CHICAGO, IL 60603

X

Signatures

Ryan S. Lovitz under Power of Attorney for Arthur L.
Kelly

05/03/2011

__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) Shares reported are held by the Kelly Family Trust and the A.L. Kelly Trust for which the reporting person is a trustee and beneficiary.
- (2) Includes 136.148 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (3) 1 for 1.
- (4) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (5) Scheduled for issuance in ten equal annual installments after the earliest of July 1, 2012, termination of service as a director, death or upon a change in control.
- (6) Includes 149.024 deferred stock units acquired through exempt dividend reinvestments.
- (7) Grant of restricted stock units from the Company.

All restrictions lapse upon the earliest of retirement from the Board, death or a change in control; the reporting person will receive the

- (8) underlying shares upon the earliest of July 1, 2012 (in which case he will receive them in ten equal installments), death or 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.