ELLEN MARTIN M
Form 4
February 21, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLEN MARTIN M

(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)
02/16/2006

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)
SVP Finance & CFO

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	02/16/2006		M		4,688	A	(1)	4,988	D	
Common Stock								13,360	I	By Limited Partnership (2)
Common Stock								506.31 (3)	I	401(k) Plan

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

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SEC 1474 (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 A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	$ 27.81							11/18/2004	11/18/2012	Common Stock
Stock Option (Right to Buy)	$ 25.11							01/24/2005	01/24/2013	Common Stock
Stock Option (Right to Buy)	$ 31.52							01/23/2006	01/23/2014	Common Stock
Stock Option (Right to Buy)	$ 33.75							(4)	02/18/2015	Common Stock
Stock Option (Right to Buy)	$ 39.35	02/16/2006		A		42,000		(5)	02/16/2016	Common Stock
Restricted Stock	(7)	02/16/2006		D(8)			48,000	(8)	(8)	Common Stock
Performance Shares	(1)	02/16/2006		M			25,000	(1)	(1)	Common Stock
Deferred Stock Units	(7)	02/16/2006		M		1,563 (1)		(9)	(9)	Common Stock
Restricted Stock	(7)	02/16/2006		A		24,000		(10)	(10)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLEN MARTIN M 2801 80TH STREET			SVP Finance & CFO	

KENOSHA, WI 53141

Signatures

Jason D. Bartel under Power of Attorney for Martin M. Ellen	02/21/2006
**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) Each performance share represented the right to receive one share of common stock. Vesting of the units was based on the achievement of certain company initiatives over the 2004-2005 period and 25% of the units vested.

(2) Shares are held by Martin Robin Partners LP.

(3) This information is based on a plan statement dated 2/21/06.

(4) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.

(5) One half of the option vests on 2/16/2007 and the remainder vests on 2/16/2008.

(6) Grant of stock option from the Company. There is not a price for the security.

(7) 1 for 1.

(8) Vesting of the units was based on the achievement of certain company initiatives over the 2003-2005 period. None of these units vested.

(9) Payment will begin within 30 days first beginning after the earliest date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

(10) The units vest on the achievement of certain company initiatives over the 2006-2008 period.

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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