

ELLEN MARTIN M
Form 4
February 15, 2008

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 *
ELLEN MARTIN M

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

KENOSHA, WI 53143

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2008

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)
SVP Finance & CFO

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 Indirect Ownership (Instr. 4)
Common Stock				(A) or (D) Price	517.82 ⁽⁹⁾	I	401(k) Plan
Common Stock	02/12/2008		G	V 1,000 A ⁽¹⁴⁾	34,843	I	By Limited Partnership ⁽¹⁾
Common Stock	02/13/2008		A ⁽⁸⁾	11,000 A ⁽⁸⁾	11,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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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 Number Shares
Stock Option (Right to Buy)	\$ 25.11					01/24/2005	01/24/2013	Common Stock	14,39
Stock Option (Right to Buy)	\$ 31.52					01/23/2006	01/23/2014	Common Stock	41,82
Stock Option (Right to Buy)	\$ 33.75					02/18/2007	02/18/2015	Common Stock	40,00
Stock Option (Right to Buy)	\$ 39.35					(2)	02/16/2016	Common Stock	42,00
Stock Option (Right to Buy)	\$ 50.22					(3)	02/15/2017	Common Stock	40,00
Stock Option (Right to Buy)	\$ 51.75	02/13/2008		A	42,000	(10)	02/13/2018	Common Stock	42,00
Deferred Stock Units	(4)					(5)	(5)	Common Stock	462.57 (13)
Restricted Stock	(4)					(6)	(6)	Common Stock	24,00
Restricted Stock	(4)					(7)	(7)	Common Stock	18,50

