

KASSOUF THOMAS L.
Form 4
July 24, 2012

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 *
KASSOUF THOMAS L.

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)
07/23/2012

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

SVP & Pres - Tools

(Street)
KENOSHA, WI 53143

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 07/23/2012 | | M | V Amount (A) \$ 29.69 | 17,824 | D | |
| Common Stock | 07/23/2012 | | S | V Amount (D) \$ 66.8234 | 2,824 | D | |
| Common Stock | | | | | 6,619.671 ⁽²⁾ | I | By 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)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Option (Right to Buy) | \$ 50.22 | | | | | 02/15/2010 | 02/15/2017 | Common Stock | |
| Stock Option (Right to Buy) | \$ 54.5 | | | | | 04/30/2010 | 04/30/2017 | Common Stock | |
| Stock Option (Right to Buy) | \$ 51.75 | | | | | 02/13/2011 | 02/13/2018 | Common Stock | |
| Stock Option (Right to Buy) | \$ 29.69 | 07/23/2012 | | M | 15,000 | 02/11/2012 | 02/11/2019 | Common Stock | |
| Stock Option (Right to Buy) | \$ 41.01 | | | | | 02/10/2011 ⁽⁴⁾ | 02/10/2020 | Common Stock | |
| Stock Option (Right to Buy) | \$ 58.94 | | | | | 02/09/2012 ⁽⁴⁾ | 02/09/2021 | Common Stock | |
| Stock Option (Right to Buy) | \$ 60 | | | | | 02/08/2013 ⁽⁴⁾ | 02/08/2022 | Common Stock | |
| Restricted Stock Units | ⁽⁵⁾ | | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | |
| Restricted Stock Units | ⁽⁵⁾ | | | | | ⁽⁷⁾ | ⁽⁷⁾ | Common Stock | |
| Restricted Stock Units | ⁽⁵⁾ | | | | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock | |
| Performance Units | ⁽⁵⁾ | | | | | ⁽⁹⁾ | ⁽⁹⁾ | Common Stock | |
| | ⁽⁵⁾ | | | | | ⁽¹⁰⁾ | ⁽¹⁰⁾ | | |

| | | | | |
|----------------------|-----|------|------|--------------|
| Performance Units | | | | Common Stock |
| Performance Units | (5) | (11) | (11) | Common Stock |
| Deferred Stock Units | (5) | (12) | (12) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KASSOUF THOMAS L. SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143 | | | SVP & Pres - Tools | |

Signatures

Ryan S. Lovitz under Power of Attorney for Thomas L. Kassouf

07/24/2012

__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) This transaction was executed in multiple trades at prices ranging from \$66.67 to \$67.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
 - (2) This information is based on a plan statement dated June 30, 2012.
 - (3) Exercise of Rule 16b-3 stock option.
 - (4) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
 - (5) 1 for 1.
 - (6) The restricted stock units were earned based on company performance during 2010. Assuming continued employment through the end of fiscal 2012, the units will then vest in one installment and the shares will be issued shortly thereafter.
 - (7) The restricted stock units were earned based on company performance during 2011. Assuming continued employment through the end of fiscal 2013, the units will then vest in one installment and the shares will be issued shortly thereafter.
 - (8) The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2012. Assuming continued employment through the end of fiscal 2014, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
 - (9) If the company achieves certain goals over the 2010-2012 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
 - (10) If the company achieves certain goals over the 2011-2013 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
 - (11) If the company achieves certain goals over the 2012-2014 period, the performance units will vest and stock will be awarded. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
 - (12) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

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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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