SNAP-ON Inc Form 4 April 25, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of MORENO JEANN		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		SNAP-ON Inc [SNA]	(Check all applicable)			
(Last) (First	st) (Middle)	3. Date of Earliest Transaction				
		(Month/Day/Year)	Director 10% Owner			
SNAP-ON INCOR 80TH STREET	PORATED, 2801	04/24/2017	_X_ Officer (give title Other (speci below) below) VP & Chief Information Officer			
			VP & Ciner information Officer			
(Stre	eet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month/Day/Year)	Applicable Line)			
KENOSHA WI 53	143		_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

KENOSHA, WI 53143

	(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secı	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
Sec	itle of urity tr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Co	mmon ock	04/24/2017		M	2,300	A	\$ 109.43	10,486.077	D	
Con	mmon ock	04/24/2017		M	4,500	A	\$ 144.69	14,986.077	D	
Co	mmon ock	04/24/2017		M	4,500	A	\$ 138.03	19,486.077	D	
Co	mmon ock	04/24/2017		S	7,591	D	\$ 175.9921 (1)	11,895.077	D	
Co	mmon ock	04/24/2017		S	2,961	D	\$ 177.1438	8,934.077	D	

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Common Stock S 1,907 D 177.7905 7,027.077 D

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

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SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities nired or osed of r. 3, 4,	Expiration Date		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Stock Option (Right to Buy)	\$ 109.43	04/24/2017		M		2,300	<u>(4)</u>	02/13/2024	Common Stock	2,3
Stock Option (Right to Buy)	\$ 144.69	04/24/2017		M		4,500	02/12/2016(6)	02/12/2025	Common Stock	4,5
Stock Option (Right to Buy)	\$ 138.03	04/24/2017		M		4,500	02/11/2017(6)	02/11/2026	Common Stock	4,5
Stock Option (Right to Buy)	\$ 168.7						02/09/2018(6)	02/09/2027	Common Stock	13,
Restricted Stock Units	<u>(7)</u>						(8)	(8)	Common Stock	1,7
Restricted Stock Units	<u>(7)</u>						<u>(9)</u>	<u>(9)</u>	Common Stock	1,1
Restricted Stock Units	<u>(7)</u>						(10)	(10)	Common Stock	9:
Performance Units	<u>(7)</u>						(11)	<u>(11)</u>	Common Stock	1,2

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Performance Units	(7)	(12)	(12)	Common Stock
Performance Units	<u>(7)</u>	(13)	(13)	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORENO JEANNE M SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143

VP & Chief Information Officer

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Jeanne M. Moreno

04/25/2017

**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).
- This transaction was executed in multiple trades at prices ranging from \$175.58 to \$176.57. 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.
- This transaction was executed in multiple trades at prices ranging from \$176.61 to \$177.56. 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.
- This transaction was executed in multiple trades at prices ranging from \$177.79 to \$177.80. 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.
- (4) Option fully vested.
- (5) Exercise of Rule 16b-3 stock option.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (**7**) 1 for 1.
- (8) The restricted stock units were earned based on Company performance during fiscal 2015. Assuming continued employment through the end of fiscal 2017, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (9) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.
- The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2017. Assuming continued employment through the end of fiscal 2019, 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 number is 200% of the number reported, subject to plan limits.
- (11) If the Company achieves certain goals over the 2015-2017 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, subject to plan limits.
- (12) If the Company achieves certain goals over the 2016-2018 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, subject to plan limits.

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(13) If the Company achieves certain goals over the 2017-2019 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, subject to plan limits.

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.