

SNAP-ON Inc
 Form 4
 February 23, 2009

FORM 4

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

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).

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 *
JOHNSEN CONSTANCE

(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)
02/20/2009

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)
Vice President and Controller

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)
Common Stock				(A) or (D) Price	20.596	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)

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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	Am. Num. Sha
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	2
Stock Option (Right to Buy)	\$ 50.22					<u>(1)</u>	02/15/2017	Common Stock	4
Stock Option (Right to Buy)	\$ 51.75					<u>(2)</u>	02/13/2018	Common Stock	4
Stock Option (Right to Buy)	\$ 29.69					<u>(3)</u>	02/11/2019	Common Stock	4
Restricted Stock	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1
Restricted Stock	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	2
Restricted Stock Units	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	1
Performance Units	<u>(4)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	1
Deferred Stock Units	<u>(4)</u>	02/20/2009		I	1,958.48	<u>(9)</u>	<u>(9)</u>	Common Stock	1,958.48

Reporting Owners

Reporting Owner Name / Address

Relationships

JOHNSEN CONSTANCE
2801 80TH STREET
KENOSHA, WI 53143

Director 10% Owner Officer Other

Vice President and Controller

Signatures

Kenneth V. Hallett under Power of Attorney for Constance R. Johnsen

02/23/2009

 **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) One third of the option vested on 2/15/2008, and one third will vest on each of 2/15/2009, and 2/15/2010.

(2) One third of the option vested on 2/13/2009, and one third will vest on each of 2/13/2010, and 2/13/2011.

(3) One third of the option vests on each of 2/11/2010, 2/11/2011, and 2/11/2012.

(4) 1 for 1.

(5) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

(6) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.

The restricted stock units may be earned based on the achievement of certain company goals during 2009. Assuming continued employment on the payment date, which will occur within 30 days after the end of fiscal 2011, the units will then vest in one installment and shares will be issued.

(8) If the company achieves certain goals over the 2009-2011 period, the performance units will vest and stock will be awarded.

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

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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