SNAP-ON Inc Form FWP February 19, 2009

Passive Book-Running Managers:

Filed pursuant to Rule 433 Registration No. 333-139863 February 19, 2009

PRICING TERM SHEET Snap-on Incorporated 5.850% Notes due 2014

Issuer:	Snap-on Incorporated
Title:	5.850% Notes due 2014
Principal Amount:	\$100,000,000
Coupon:	5.850%
Maturity Date:	March 1, 2014
Treasury Benchmark:	1.750% due 01/31/2014
US Treasury Yield:	1.870%
Spread to Treasury:	Plus 400 basis points
Yield to Maturity:	5.870%
Price to Public:	99.912%
Interest Payment Dates:	Semi-annually on March 1 and September 1, commencing on September 1, 2009
Record Dates:	February 15 and August 15
Optional Redemption:	Make-whole call at any time at Treasury plus 50 basis points
Change of Control Put:	101% of principal amount plus accrued interest
Settlement Date:	T+3; February 24, 2009
Expected Ratings:	Moody s: A3 S&P: A-
CUSIP:	833034 AF8
Active Book-Running Managers:	Citigroup Global Markets Inc. J.P. Morgan Securities Inc.

Mizuho Securities USA Inc.

Edgar Filing: SNAP-ON Inc - Form FWP

UBS Securities LLC

Co-Managers:

Barclays Capital Inc.

BBVA Securities Inc.

Credit Suisse Securities (USA) LLC

Fifth Third Securities, Inc.

RBC Capital Markets Corporation Robert W. Baird & Co. Incorporated

SG Americas Securities, LLC The Williams Capital Group, L.P. U.S. Bancorp Investments, Inc.

Edgar Filing: SNAP-ON Inc - Form FWP

6.700% Notes due 2019

Issuer: Snap-on Incorporated Title: 6.700% Notes due 2019 **Principal Amount:** \$200,000,000 Coupon: 6.700% Maturity Date: March 1, 2019 Treasury Benchmark: 2.750% due 02/15/2019 US Treasury Yield: 2.848% Spread to Treasury: Plus 387.5 basis points Yield to Maturity: 6.723% Price to Public: 99.832% **Interest Payment Dates:** Semi-annually on March 1 and September 1, commencing on September 1, 2009 Record Dates: February 15 and August 15 **Optional Redemption:** Make-whole call at any time at Treasury plus 50 basis points Change of Control Put: 101% of principal amount plus accrued interest Settlement Date: T+3; February 24, 2009 **Expected Ratings:** Moody s: A3 S&P: A-CUSIP: 833034 AG6 Active Book-Running Managers: Citigroup Global Markets Inc. J.P. Morgan Securities Inc. Mizuho Securities USA Inc. Passive Book-Running Managers: **UBS Securities LLC** Co-Managers: Barclays Capital Inc. BBVA Securities Inc. Credit Suisse Securities (USA) LLC Fifth Third Securities, Inc.

Edgar Filing: SNAP-ON Inc - Form FWP

RBC Capital Markets Corporation Robert W. Baird & Co. Incorporated SG Americas Securities, LLC The Williams Capital Group, L.P. U.S. Bancorp Investments, Inc.

The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by the assigning rating organization. Each of the security ratings above should be evaluated independently of any other security rating.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the other documents that the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll-free at 1-877-858-5407, J.P. Morgan Securities Inc. collect at 1-212-834-4533, Mizuho Securities USA Inc. toll-free at 1-800-221-8866 (ext. 3143) or UBS Securities LLC toll-free at 877-827-6444 (ext. 561-3884).