

Johnsen Constance
Form 4
October 26, 2010

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)
10/26/2010

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)
				Code V Amount (D) Price			
Common Stock	10/26/2010		S	878.639 D \$ 50.5	0 ⁽¹⁾	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)

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 39.35					02/16/2008	02/16/2016	Common Stock	2,160
Stock Option (Right to Buy)	\$ 50.22					02/15/2010	02/15/2017	Common Stock	4,300
Stock Option (Right to Buy)	\$ 51.75					(2)	02/13/2018	Common Stock	4,320
Stock Option (Right to Buy)	\$ 29.69					(3)	02/11/2019	Common Stock	4,500
Stock Option (Right to Buy)	\$ 41.01					(4)	02/10/2020	Common Stock	4,500
Restricted Stock	(5)					(6)	(6)	Common Stock	2,000
Restricted Stock Units	(5)					(7)	(7)	Common Stock	740
Restricted Stock Units	(5)					(8)	(8)	Common Stock	1,485
Performance Units	(5)					(9)	(9)	Common Stock	1,308
Performance Units	(5)					(10)	(10)	Common Stock	1,486
Deferred Stock Units	(5)					(11)	(11)	Common Stock	14,518.1 (12)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Johnsen Constance
2801 80TH STREET
KENOSHA, WI 53143

Vice President and Controller

Signatures

Ryan S. Lovitz under Power of Attorney for Constance R.
Johnsen

10/26/2010

 **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) The reporting person sold shares acquired under the Snap-on Incorporated Employee Stock Purchase Plan and the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (2) One third of the option vested on each of 2/13/2009 and 2/13/2010, and one third will vest on 2/13/2011.
- (3) One third of the option vested on 2/11/2010, and one third will vest on each of 2/11/2011 and 2/11/2012.
- (4) One third of the option vests on each of 2/10/2011, 2/10/2012 and 2/10/2013.
- (5) 1 for 1.
- (6) The stock vests on the achievement of certain company initiatives over the 2008-2010 period.
- (7) The restricted stock units were earned based on Company performance during 2009. Assuming continued employment on the payment date, which will occur in February 2012, the units will then vest in one installment and the shares will be issued.
The restricted stock units may be earned based on the achievement of certain company goals during 2010. Assuming continued employment on the payment date, which will occur in February 2013, the units will then vest in one installment and shares will be issued. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported.
- (8) If the company achieves certain goals over the 2009-2011 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.
- (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) 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.
- (11) This information is based on a plan statement dated 9/30/2010.

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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