

SNAP-ON Inc
Form 4
May 30, 2014

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 *
KASSOUF THOMAS L.

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 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)

05/29/2014

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)

Sr VP & Pres - Tools

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/29/2014		M	8,333 A \$ 41.01	30,583	D	
Common Stock	05/29/2014		S	8,333 D \$ 117.0681	22,250	D	
Common Stock					7,360.9057	I	By 401(k)
					(2)		

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)

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)	\$ 41.01	05/29/2014		M	8,333	02/10/2013	02/10/2020	Common Stock	8,333
Stock Option (Right to Buy)	\$ 50.22					02/15/2010	02/15/2017	Common Stock	6,000
Stock Option (Right to Buy)	\$ 54.5					04/30/2010	04/30/2017	Common Stock	6,000
Stock Option (Right to Buy)	\$ 51.75					02/13/2011	02/13/2018	Common Stock	2,000
Stock Option (Right to Buy)	\$ 58.94					02/09/2014	02/09/2021	Common Stock	2,000
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽⁴⁾	02/08/2022	Common Stock	3,000
Stock Option (Right to Buy)	\$ 79.04					02/13/2014 ⁽⁴⁾	02/13/2023	Common Stock	3,000
Stock Option (Right to Buy)	\$ 109.43					02/13/2015 ⁽⁴⁾	02/13/2024	Common Stock	3,000
Restricted Stock Units	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	6,000
Restricted Stock Units	⁽⁵⁾					⁽⁷⁾	⁽⁷⁾	Common Stock	6,000
	⁽⁵⁾					⁽⁸⁾	⁽⁸⁾		4,000

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If the Company achieves certain goals over the 2013-2015 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 2014-2016 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 be made in accordance with the reporting person's deferral election, 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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