

SNAP-ON Inc  
Form FWP  
December 09, 2010

File Pursuant to Rule 433  
Registration No. 333-163814

**PRICING TERM SHEET**

**Snap-on Incorporated**

**4.250% Notes due 2018**

Issuer:	Snap-on Incorporated
Title:	4.250% Notes due 2018
Principal Amount:	\$250,000,000
Coupon:	4.250%
Maturity Date:	January 15, 2018
Treasury Benchmark:	2.250% due November 30, 2017
Benchmark Treasury Price and Yield:	97-26, 2.595%
Spread to Treasury:	Plus 170 basis points
Yield to Maturity:	4.295%
Price to Public:	99.723% of the principal amount
Interest Payment Dates:	Semi-annually on January 15 and July 15, commencing on July 15, 2011
Optional Redemption:	Make-whole call at any time at Treasury plus 25 basis points
Change of Control Put:	101% of the principal amount plus accrued interest
Settlement Date:	T+3; December 14, 2010
Expected Ratings:*	Moody s: Baa1 (stable outlook) S&P: A- (stable outlook)
CUSIP/ISIN:	833034AJ0 / US833034AJ03
Joint Book-Running Managers:	Citigroup Global Markets Inc.
	J.P. Morgan Securities LLC
Co-Managers:	UBS Securities LLC
	Barclays Capital Inc.
	Mizuho Securities USA Inc.
	U.S. Bancorp Investments, Inc.
	BBVA Securities Inc.
	Commerz Markets LLC
	Janney Montgomery Scott LLC
	RBC Capital Markets, LLC

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Robert W. Baird & Co. Incorporated

SG Americas Securities, LLC

Wells Fargo Securities, LLC

The Williams Capital Group, L.P.

\*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](http://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 or J.P. Morgan Securities LLC collect at 1-212-834-4533.**