SNAP ON INC Form 4 May 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

Common

Stock

04/27/2006

may continue.

See Instruction

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 A NYBERG L	Symbo		Ticker or Trading SNA]	Issuer				
	(Last) (First) (Middle) SNAP-ON INCORPORATED, 2801 SOTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 04/27/2006		_X_ Director	neck all applicabl ive title 109 below)	% Owner	
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
KENOSHA	, WI 53141				Form filed by Person	y More than One R	eporting	
(City)	(State)	Zip) Ta	ible I - Non-D	erivative Securities A	acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	

or

(1)

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

1,957

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. Transactic Code (Instr. 8)	5. Dr.Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date Underlying Se (Month/Day/Year) (Instr. 3 and 4)		Securities	8. De Se (In	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 32.08					04/25/2002	04/25/2012	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 28.43					04/24/2003	04/24/2013	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 33.55					04/23/2004	04/23/2014	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 32.76					04/22/2005	04/22/2015	Common Stock	3,000	
Deferred Stock Unit	\$ 0 (2)					(3)	(3)	Common Stock	6,868.49 (4)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
NYBERG LARS SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53141	X					

Signatures

Jason D. Bartel under Power of Attorney for Lars 05/01/2006 Nyberg **Signature of Reporting Person Date

Reporting Owners 2

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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) Grant of restricted stock from the Company.
- (2) 1 for 1.
- (3) Scheduled for issuance in lump sum after the earliest of a date specified in advance of the deferral by the reporting person, or on death or retirement from the Board.
- (4) Includes 48.649 deferred stock units acquired through exempt dividend reinvestments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.