SNAP ON INC Form 4 June 19, 2006

FORM 4

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

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)

(Last)

1. Name and Address of Reporting Person * **BRADY SHARON M**

(Middle)

(First)

2801 80TH STREET

(Street)

KENOSHA, WI 53143

2. Issuer Name and Ticker or Trading

Symbol

SNAP ON INC [SNA]

3. Date of Earliest Transaction (Month/Day/Year) 06/15/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB

Number:

Expires:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) V.P. - Chief H.R. Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code V Amount

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if (Month/Day/Year)

Code (Instr. 8)

TransactionAcquired (A) or

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

(D)

Price

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

(Instr. 3 and 4)

(D) or Indirect (I) (Instr. 4) Transaction(s)

I

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

401(k)Plan

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

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566.87

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. Transacti Code (Instr. 8)	ion S A D	Number Derivative Securities Acquired (Disposed of Instr. 3, 4,	A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Stock Option (Right to Buy)	\$ 33.25							01/23/2000	12/16/2008	Common Stock	15,00
Stock Option (Right to Buy)	\$ 34.5							01/22/2001	01/22/2009	Common Stock	20,00
Stock Option (Right to Buy)	\$ 29.36							04/27/2003	04/27/2011	Common Stock	16,20
Stock Option (Right to Buy)	\$ 32.22							01/25/2004	01/25/2012	Common Stock	20,00
Stock Option (Right to Buy)	\$ 31.52							01/23/2006	01/23/2014	Common Stock	15,00
Stock Option (Right to Buy)	\$ 33.75							<u>(1)</u>	02/18/2015	Common Stock	13,00
Stock Option (Right to Buy)	\$ 39.35							(2)	02/16/2016	Common Stock	14,00
Deferred Stock Units	<u>(3)</u>	06/15/2006		I	ć	655.937		<u>(4)</u>	<u>(4)</u>	Common Stock	655.9
Restricted Stock	(3)							<u>(5)</u>	<u>(5)</u>	Common Stock	8,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRADY SHARON M 2801 80TH STREET KENOSHA, WI 53143

V.P. - Chief H.R. Officer

Date

Signatures

Jason D. Bartel under Power of Attorney for Sharon M.

Brady 06/19/2006

**Signature of Reporting Person

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) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.
- (2) One half of option vests on 2/16/2007 and the remainder vests on 2/16/2008.
- (**3**) 1 for 1.
- (4) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.
- (5) The units vest on the achievement of certain company initiatives over the 2006-2008 period.

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

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