

Ward Thomas J
 Form 4
 February 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Ward Thomas J

(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)
 02/11/2009

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 & President - 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	02/11/2009		M ⁽¹⁾	12,000 A (1)	12,483.291 (2)	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 Underlying Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	
Stock Option (Right to Buy)	\$ 32.22						01/25/2004	01/25/2012	Common Stock
Stock Option (Right to Buy)	\$ 31.52						01/23/2006	01/23/2014	Common Stock
Stock Option (Right to Buy)	\$ 33.75						02/18/2007	02/18/2015	Common Stock
Stock Option (Right to Buy)	\$ 31.48						02/18/2007	04/01/2015	Common Stock
Stock Option (Right to Buy)	\$ 39.35						02/16/2008	02/16/2016	Common Stock
Stock Option (Right to Buy)	\$ 37.47						04/27/2008	04/27/2016	Common Stock
Stock Option (Right to Buy)	\$ 50.22						<u>(3)</u>	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 54.5						<u>(4)</u>	04/30/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75						<u>(5)</u>	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69	02/11/2009		A	40,000		<u>(6)</u>	02/11/2019	Common Stock
Restricted Stock	<u>(8)</u>	02/11/2009		<u>M(1)</u>	12,000		<u>(1)</u>	<u>(1)</u>	Common Stock
Restricted Stock	<u>(8)</u>						<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock	<u>(8)</u>						<u>(10)</u>	<u>(10)</u>	Common Stock

