

SNAP-ON Inc
Form 4
May 07, 2015

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)

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)

05/05/2015

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 - RS&I Group

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/05/2015		M	19,367 A \$ 41.01	58,302.0592 (1)	D	
Common Stock	05/05/2015		S	19,367 D \$ 151.8382	38,935.0592 (2)	D	
Common Stock	05/06/2015		M	22,633 A \$ 41.01	61,568.0592	D	
Common Stock	05/06/2015		S	14,577 D \$ 152.0685	46,991.0592 (3)	D	
	05/06/2015		S	8,056 D	38,935.0592	D	

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Common Stock \$ 152.8892
(4)

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

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(9-02)

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 or Number of
Stock Option (Right to Buy)	\$ 41.01	05/05/2015		M	19,367	02/10/2013	02/10/2020	Common Stock	19
Stock Option (Right to Buy)	\$ 41.01	05/06/2015		M	22,633	02/10/2013	02/10/2020	Common Stock	22
Stock Option (Right to Buy)	\$ 58.94					02/09/2014	02/09/2021	Common Stock	42
Stock Option (Right to Buy)	\$ 60					02/08/2015	02/08/2022	Common Stock	42
Stock Option (Right to Buy)	\$ 79.04					02/13/2014 ⁽⁶⁾	02/13/2023	Common Stock	42
Stock Option (Right to Buy)	\$ 109.43					02/13/2015 ⁽⁶⁾	02/13/2024	Common Stock	42
Stock Option (Right to Buy)	\$ 144.69					02/12/2016 ⁽⁶⁾	02/12/2025	Common Stock	42
Restricted Stock Units	<u>(7)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock	7

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- (10) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2015. Assuming continued employment through the end of fiscal 2017, any units earned will then vest in one installment and the shares will be issued shortly thereafter. The target number of units that may be earned is reported above; the maximum amount is 200% of the number reported, subject to plan limits.
- (11) 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, subject to plan limits.
- (12) 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, subject to plan limits.
- (13) If the Company achieves certain goals over the 2015-2017 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, subject to plan limits.

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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