

SNAP ON INC
Form 5
January 31, 2008

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TEERLINK RICHARD F

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/29/2007

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 06/15/2007 | ^ | L | 4.89 A | \$ 53.475 | D | ^ |
| | | | | | \$ 27,609.61 | | |
| | | | | | (1) | | |

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option (Right to Buy) | \$ 43.6875 | Â | Â | Â | Â | Â | 04/24/1998 | 04/24/2008 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 31.938 | Â | Â | Â | Â | Â | 04/23/1999 | 04/23/2009 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 26.4375 | Â | Â | Â | Â | Â | 04/28/2000 | 04/28/2010 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 29.36 | Â | Â | Â | Â | Â | 04/27/2001 | 04/27/2011 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 32.08 | Â | Â | Â | Â | Â | 04/25/2002 | 04/25/2012 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 28.43 | Â | Â | Â | Â | Â | 04/24/2003 | 04/24/2013 | Common Stock | 3,000 |
| Stock Option (Right to Buy) | \$ 33.55 | Â | Â | Â | Â | Â | 04/23/2004 | 04/23/2014 | Common Stock | 3,000 |
| Stock Option | \$ 32.76 | Â | Â | Â | Â | Â | 04/22/2005 | 04/22/2015 | Common Stock | 3,000 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TEERLINK RICHARD F SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA,, WI 53143 | X | | | |

Signatures

Kenneth V. Hallett under Power of Attorney for Richard F. Teerlink

01/31/2008

**Signature of Reporting Person

Date

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) Includes 168.643 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.

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