

SNAP-ON Inc
Form 4
July 28, 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 *
Boyd Iain

(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)

07/27/2015

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)

VP - Human Resources

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/27/2015		S		3,951 D \$ 158.4536	927.9812 (1)	D
Common Stock	07/27/2015		M		5,400 A \$ 50.22	6,327.9812	D
Common Stock	07/27/2015		M		6,480 A \$ 51.75	12,807.9812	D
Common Stock	07/27/2015		M		2,160 A \$ 29.69	14,967.9812	D
Common Stock	07/27/2015		M		6,500 A \$ 41.01	21,467.9812	D

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Common Stock	07/27/2015	S	7,490	D	\$ 157.9602 (2)	13,977.9812	D	
Common Stock	07/27/2015	S	5,738	D	\$ 158.7143 (3)	8,239.9812	D	
Common Stock						560.6186 (4)	I	By 401(k) Plan

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 (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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Stock Option (Right to Buy)	\$ 50.22	07/27/2015		M	5,400	02/15/2010 02/15/2017	Common Stock	5	
Stock Option (Right to Buy)	\$ 51.75	07/27/2015		M	6,480	02/13/2011 02/13/2018	Common Stock	6	
Stock Option (Right to Buy)	\$ 29.69	07/27/2015		M	2,160	02/11/2012 02/11/2019	Common Stock	2	
Stock Option (Right to Buy)	\$ 41.01	07/27/2015		M	6,500	02/10/2013 02/10/2020	Common Stock	6	
Stock Option (Right to Buy)	\$ 58.94					02/09/2014 02/09/2021	Common Stock	10	
Stock Option (Right to Buy)	\$ 60					02/08/2015 02/08/2022	Common Stock	12	

Buy)

Stock Option (Right to Buy)	\$ 79.04	02/13/2014 ⁽⁶⁾	02/13/2023	Common Stock	13
Stock Option (Right to Buy)	\$ 109.43	02/13/2015 ⁽⁶⁾	02/13/2024	Common Stock	13
Stock Option (Right to Buy)	\$ 144.69	02/12/2016 ⁽⁶⁾	02/12/2025	Common Stock	13
Restricted Stock Units	(7)	(8)	(8)	Common Stock	2
Restricted Stock Units	(7)	(9)	(9)	Common Stock	2
Restricted Stock Units	(7)	(10)	(10)	Common Stock	1
Performance Units	(7)	(11)	(11)	Common Stock	2
Performance Units	(7)	(12)	(12)	Common Stock	1
Performance Units	(7)	(13)	(13)	Common Stock	1
Deferred Stock Units	(7)	(14)	(14)	Common Stock	315 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyd Iain SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			VP - Human Resources	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Iain Boyd
07/28/2015

__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)

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Includes 219,4619 shares acquired under the Snap-on Incorporated Employee Stock Ownership Plan and 5,6924 shares acquired under a dividend reinvestment plan.

- (2) This transaction was executed in multiple trades at prices ranging from \$157.41 to \$158.40. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (3) This transaction was executed in multiple trades at prices ranging from \$158.42 to \$159.28. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
- (4) This information is based on a plan statement dated June 30, 2015.
- (5) Exercise of Rule 16b-3 stock option.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (7) 1 for 1.
- (8) The restricted stock units were earned based on Company performance during fiscal 2013. Assuming continued employment through the end of fiscal 2015, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (9) The restricted stock units were earned based on Company performance during fiscal 2014. Assuming continued employment through the end of fiscal 2016, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (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.
- (14) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (15) Balance was adjusted to correct an administrative error from a prior year.

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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