

SNAP-ON Inc
 Form 4
 December 30, 2013

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 *
KASSOUF THOMAS L.

(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)
12/28/2013

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 & Pres - 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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/28/2013		M ⁽¹⁾		9,433	A	11
Common Stock	12/28/2013		F ⁽²⁾		4,689	D	\$ 108.27
Common Stock					7,046.9747	I	
					⁽³⁾		By 401(k)

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

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number.

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
Restricted Stock Units	(4)	12/28/2013		M ⁽¹⁾	9,433	(1)	(1)	Common Stock	
Stock Option (Right to Buy)	\$ 50.22					02/15/2010	02/15/2017	Common Stock	
Stock Option (Right to Buy)	\$ 54.5					04/30/2010	04/30/2017	Common Stock	
Stock Option (Right to Buy)	\$ 51.75					02/13/2011	02/13/2018	Common Stock	2
Stock Option (Right to Buy)	\$ 41.01					02/10/2013	02/10/2020	Common Stock	
Stock Option (Right to Buy)	\$ 58.94					02/09/2012 ⁽⁵⁾	02/09/2021	Common Stock	2
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽⁵⁾	02/08/2022	Common Stock	3
Stock Option (Right to Buy)	\$ 79.04					02/13/2014 ⁽⁵⁾	02/13/2023	Common Stock	3
Restricted Stock Units	(4)					(6)	(6)	Common Stock	
Restricted Stock Units	(4)					(7)	(7)	Common Stock	
Performance Units	(4)					(8)	(8)	Common Stock	
	(4)					(9)	(9)		

Performance Units				Common Stock
Performance Units	(4)	(10)	(10)	Common Stock
Deferred Stock Units	(4)	(11)	(11)	Common Stock 1.5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KASSOUF THOMAS L. SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			Sr VP & Pres - Tools	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Thomas L. Kassouf

12/30/2013

**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) The restricted stock units were earned based on company performance during 2011 and vested in one installment based on continued employment through the end of fiscal 2013; the shares will be issued within 30 days of fiscal 2013 year end.
- (2) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
- (3) This information is based on a plan statement dated September 30, 2013.
- (4) 1 for 1.
- (5) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (6) The restricted stock units were earned based on company performance during fiscal 2012. Assuming continued employment through the end of fiscal 2014, the units will then vest in one installment and the shares will be issued shortly thereafter.
The restricted stock units may be earned based on the achievement of certain company goals during fiscal 2013. Assuming continued employment through the end of fiscal 2015, 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.
- (7) If the company achieves certain goals over the 2011-2013 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.
- (8) If the company achieves certain goals over the 2012-2014 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.
- (9) 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.
- (10) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (11) This information is based on the plan balance as of the end of the month immediately preceding this filing.

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 a currently valid OMB number.