

SNAP-ON Inc
Form 4
January 06, 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 *
Pagliari Aldo John

(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)

01/03/2015

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 - Finance & CFO

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)
			Code	V	Amount	Price	
Common Stock	01/03/2015		M ⁽¹⁾		5,363	A \$ 11	D
Common Stock	01/03/2015		F ⁽³⁾		1,918	D \$ 136.29	D
Common Stock	01/05/2015		S ⁽⁴⁾		800	D \$ 135.24	D

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 Security (Instr. 3 and 4)	Amou or Num of S
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(5)</u>	01/03/2015		<u>M</u> ⁽¹⁾	5,363	<u>(1)</u> <u>(1)</u>	Common Stock	5,
Stock Option (Right to Buy)	\$ 39.35					02/16/2008 02/16/2016	Common Stock	6,
Stock Option (Right to Buy)	\$ 50.22					02/15/2010 02/15/2017	Common Stock	6,
Stock Option (Right to Buy)	\$ 51.75					02/13/2011 02/13/2018	Common Stock	6,
Stock Option (Right to Buy)	\$ 29.69					02/11/2012 02/11/2019	Common Stock	6,
Stock Option (Right to Buy)	\$ 41.01					02/10/2013 02/10/2020	Common Stock	6,
Stock Option (Right to Buy)	\$ 58.94					02/09/2014 02/09/2021	Common Stock	20,
Stock Option (Right to Buy)	\$ 60					02/08/2013 ⁽⁶⁾ 02/08/2022	Common Stock	27,
Stock Option (Right to Buy)	\$ 79.04					02/13/2014 ⁽⁶⁾ 02/13/2023	Common Stock	30,
Stock Option (Right to Buy)	\$ 109.43					02/13/2015 ⁽⁶⁾ 02/13/2024	Common Stock	33,

Restricted Stock Units	(5)	(7)	(7)	Common Stock	5,
Restricted Stock Units	(5)	(8)	(8)	Common Stock	4,
Performance Units	(5)	(9)	(9)	Common Stock	6,
Performance Units	(5)	(10)	(10)	Common Stock	4,
Performance Units	(5)	(11)	(11)	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pagliari Aldo John SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143			Sr VP - Finance & CFO	

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J. Pagliari

01/06/2015

__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) The restricted stock units were earned based on Company performance during fiscal 2012 and vested in one installment based on continued employment through the end of fiscal 2014.
- (2) Includes 31.4479 shares acquired under a dividend reinvestment plan.
- (3) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
- (4) The shares were sold pursuant to a Rule 10b5-1 Plan.
- (5) 1 for 1.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (7) 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.

The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2014. Assuming continued employment through the end of fiscal 2016, 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.
- (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) 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.

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- (11) 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.

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.