

Banerjee Anup R
Form 4
July 23, 2018

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 *
Banerjee Anup R

2. Issuer Name and Ticker or Trading Symbol
SNAP-ON Inc [SNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP & Chief Devel. Officer

SNAP-ON
INCORPORATED, 2801-80TH
STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

KENOSHA, WI 53143

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 07/19/2018 | | M ⁽¹⁾ | 6,500 A \$ 79.04 | 7,293 | D | |
| Common Stock | 07/19/2018 | | M ⁽¹⁾ | 13,000 A \$ 109.43 | 20,293 | D | |
| Common Stock | 07/19/2018 | | M ⁽¹⁾ | 16,000 A \$ 138.03 | 36,293 | D | |
| Common Stock | 07/19/2018 | | S ⁽¹⁾ | 35,500 D \$ 172 | 793 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 | Am Nu Sh |
| Stock Option (Right to Buy) | \$ 79.04 | 07/19/2018 | | <u>M</u> ⁽¹⁾ | 6,500 | <u>(2)</u> | 02/13/2023 | Common Stock | |
| Stock Option (Right to Buy) | \$ 109.43 | 07/19/2018 | | <u>M</u> ⁽¹⁾ | 13,000 | <u>(2)</u> | 02/13/2024 | Common Stock | |
| Stock Option (Right to Buy) | \$ 138.03 | 07/19/2018 | | <u>M</u> ⁽¹⁾ | 16,000 | 02/11/2017 ⁽⁴⁾ | 02/11/2026 | Common Stock | |
| Stock Option (Right to Buy) | \$ 144.69 | | | | | <u>(2)</u> | 02/12/2025 | Common Stock | |
| Stock Option (Right to Buy) | \$ 168.7 | | | | | 02/09/2018 ⁽⁴⁾ | 02/09/2027 | Common Stock | |
| Stock Option (Right to Buy) | \$ 161.18 | | | | | 02/15/2019 ⁽⁴⁾ | 02/15/2028 | Common Stock | |
| Restricted Stock Units | <u>(5)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | |
| Restricted Stock Units | <u>(5)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | |
| Restricted Stock Units | <u>(5)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | |
| Performance Units | <u>(5)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | |
| Performance Units | <u>(5)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Common Stock | |

| | | | | |
|----------------------|-----|------|------|-----------------|
| Performance Units | (5) | (11) | (11) | Common Stock |
| Deferred Stock Units | (5) | (12) | (12) | Common Stock 7. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Banerjee Anup R SNAP-ON INCORPORATED 2801-80TH STREET KENOSHA, WI 53143 | | | Sr VP & Chief Devel. Officer | |

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Anup R.
Banerjee

07/20/2018

__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 option was exercised and the underlying shares were sold pursuant to a Rule 10b5-1 Plan.
- (2) Option fully vested.
- (3) Exercise of Rule 16b-3 stock option pursuant to a Rule 10b5-1 Plan.
- (4) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (5) 1 for 1.
- (6) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (7) The restricted stock units were earned based on Company performance during fiscal 2017. Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (8) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2018. Assuming continued employment through the end of fiscal 2020, 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 number is 200% of the number reported, subject to plan limits.
- (9) If the Company achieves certain goals over the 2016-2018 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.
- (10) If the Company achieves certain goals over the 2017-2019 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.
- (11) If the Company achieves certain goals over the 2018-2020 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) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (13) This information is based on a plan statement dated June 30, 2018.

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.