SNAP ON INC Form 4 April 26, 2005

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(City)

1.Title of

1. Name and Address of Reporting Person * **DECYK ROXANNE J**

(First) (Middle) (Last)

SHELL OIL COMPANY, 910 LOUISIANA, 1 SHELL PLAZA

(Street)

(State)

HOUSTON,, TX 77002

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

SNAP ON INC [SNA] 3. Date of Earliest Transaction

(Month/Day/Year) 04/22/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Zip)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

or

Beneficially Owned Following Reported (A) Transaction(s) (Instr. 3 and 4)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4)

(Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 31.92				04/26/1996	04/26/2006	Common Stock	3,000
Stock Option (Right to Buy)	\$ 37.25				04/25/1997	04/25/2007	Common Stock	3,000
Stock Option (Right to Buy)	\$ 43.6875				04/24/1998	04/24/2008	Common Stock	3,000
Stock Option (Right to Buy)	\$ 31.938				04/23/1999	04/23/2009	Common Stock	3,000
Stock Option (Right to Buy)	\$ 26.4375				04/28/2000	04/28/2010	Common Stock	3,000
Stock Option (Right to Buy)	\$ 29.36				04/27/2001	04/27/2011	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.08				04/25/2002	04/25/2012	Common Stock	3,000
Stock Option (Right to Buy)	\$ 28.43				04/24/2003	04/24/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 33.55				04/23/2004	04/23/2014	Common Stock	3,000
Stock Option	\$ 32.76	04/22/2005	A	3,000	04/22/2005	04/22/2015	Common Stock	3,000

(Right to Buy)

Deferred

Unit

Stock \$ 0 (2)

(3)

(3) Common Stock

14,401.53

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DECYK ROXANNE J SHELL OIL COMPANY 910 LOUISIANA, 1 SHELL PLAZA HOUSTON,, TX 77002



Signatures

Jason D. Bartel under Power of Attorney for Roxanne J. Decyk

04/26/2005

**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 transaction was an option grant. Accordingly, the reporting price did not pay a price to obtain the option.
- (2) 1 for 1.
- (3) Scheduled for issuance in lump sum after earliest of November 5, 2022 or on death or retirement from the Board.

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.

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