SNAP ON INC Form 4 May 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

Expires:

3235-0287 January 31,

2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **NYBERG LARS**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

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

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

(Check all applicable)

NCR CORPORATION, 1700 S. PATTERSON BLVD.

4. If Amendment, Date Original

below)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

05/02/2005

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DAYTON,, OH 45479

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

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

(A) or

Reported Transaction(s) (Instr. 3 and 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 Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Derivative (Month/Day/Year) Code

7. Title and Amount of 8. I Underlying Securities De (Instr. 3 and 4) Sec

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ear) (Instr. 8	8)	Securi Acqui (A) or Dispos of (D) (Instr. and 5)	red sed 3, 4,					(Ins
			(Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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 (Right to Buy)	\$ 32.76							04/22/2005	04/22/2015	Common Stock	3,000	
Deferred Stock Unit	\$ 0 <u>(1)</u>	05/02/2005	1	A(2)		406		(3)	<u>(3)</u>	Common Stock	406	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer and the same	Director	10% Owner	Officer	Other			
NYBERG LARS							
NCR CORPORATION	X						
1700 S. PATTERSON BLVD.	Λ						
DAYTON,, OH 45479							

Signatures

Jason D. Bartel under Power of Attorney for Lars Nyberg	05/04/2005
**Signature of Reporting Person	Date

Reporting Owners 2

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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) 1 for 1.
- (2) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (3) Scheduled for issuance in lump sum after the earliest of a date specified in advance of the deferral by the reporting person, 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.