

DECYK ROXANNE J
Form 4
February 02, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
DECYK ROXANNE J

(Last) (First) (Middle)

SHELL INTERNATIONAL
B.V., 1050K NW, SUITE 700

(Street)

WASHINGTON, DC 20001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/29/2010

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 7,745 (1) | D | |

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

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SEC 1474
(9-02)

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

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| 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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 Units | \$ 0 ⁽²⁾ | 01/29/2010 | | A ⁽³⁾ | 458 | ⁽⁴⁾ ⁽⁴⁾ | Common Stock | 458 |
| Restricted Stock Units | ⁽²⁾ | | | | | ⁽⁶⁾ ⁽⁶⁾ | Common Stock | 3,698 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DECYK ROXANNE J SHELL INTERNATIONAL B.V. 1050K NW, SUITE 700 WASHINGTON, DC 20001 | | | X | |

Signatures

Kenneth V. Hallett under Power of Attorney for Roxanne J. Decyk
 02/02/2010
 **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) Balance has been amended to correct a clerical error related to a 2005 exempt grant of restricted stock from the Company.

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- (2) 1 for 1.
- (3) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (4) Scheduled for issuance in lump sum after earliest of November 5, 2022, termination of service as a director, death or upon change in control.
- (5) Includes 189.996 deferred stock units acquired through exempt dividend reinvestments.
- (6) All restrictions lapse upon the earliest of retirement from the Board, death or a change in control; the reporting person will receive the underlying shares in one lump sum upon the earliest of the reporting person's 70th birthday, death or a change in control.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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