

Boyd Iain
Form 4
February 15, 2013

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 *
Boyd Iain

(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)
02/13/2013

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)
VP - Human Resources

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 Price			
Common Stock	02/13/2013		M ⁽¹⁾	4,301 A	8,524.5469	D	
Common Stock	02/13/2013		F ⁽²⁾	1,559 D	\$ 6,965.5469	D	
Common Stock					549.2814	I	By 401(k) Plan

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

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number.

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 79.04	02/13/2013		A		13,000		02/13/2014 ⁽⁴⁾	02/13/2023	Common Stock
Performance Units	<u>(6)</u>	02/13/2013		A		2,104		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	02/13/2013		A		2,103		<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Units	<u>(6)</u>	02/13/2013		D ⁽⁹⁾			354	<u>(9)</u>	<u>(9)</u>	Common Stock
Performance Units	<u>(6)</u>	02/13/2013		A ⁽¹⁾		1,975		<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Units	<u>(6)</u>	02/13/2013		M ⁽¹⁾			4,301	<u>(1)</u>	<u>(1)</u>	Common Stock
Stock Option (Right to Buy)	\$ 50.22							02/15/2010	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75							02/13/2011	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69							02/11/2012	02/11/2019	Common Stock
Stock Option (Right to Buy)	\$ 41.01							02/10/2013	02/10/2020	Common Stock
Stock Option (Right to Buy)	\$ 58.94							02/09/2012 ⁽⁴⁾	02/09/2021	Common Stock
Stock Option (Right to Buy)	\$ 60							02/08/2013 ⁽⁴⁾	02/08/2022	Common Stock
	<u>(6)</u>							<u>(10)</u>	<u>(10)</u>	

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If the company achieves certain goals over the 2011-2013 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.

- (12) 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.
- (13) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

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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