

SNAP-ON Inc
Form 4
January 04, 2017

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

(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)
12/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 12/31/2016 | | M ⁽¹⁾ | 54 | A | 11 | 54 | D | |
| Common Stock | 12/31/2016 | | F ⁽²⁾ | 54 | D | \$ | 171.27 | 0 | 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)

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | (3) | 12/31/2016 | | M | 54 | (1) | (1) | Common Stock |
| Restricted Stock Units | (3) | 12/31/2016 | | M | 2,028 | (1) | (1) | Common Stock |
| Deferred Stock Units | (3) | 12/31/2016 | | M | 2,028 | (4) | (4) | Common Stock |
| Stock Option (Right to Buy) | \$ 79.04 | | | | | 02/13/2016 | 02/13/2023 | Common Stock |
| Stock Option (Right to Buy) | \$ 109.43 | | | | | 02/13/2015(6) | 02/13/2024 | Common Stock |
| Stock Option (Right to Buy) | \$ 144.69 | | | | | 02/12/2016(6) | 02/12/2025 | Common Stock |
| Stock Option (Right to Buy) | \$ 138.03 | | | | | 02/11/2017(6) | 02/11/2026 | Common Stock |
| Restricted Stock Units | (3) | | | | | (7) | (7) | Common Stock |
| Restricted Stock Units | (3) | | | | | (8) | (8) | Common Stock |
| Performance Units | (3) | | | | | (9) | (9) | Common Stock |
| Performance Units | (3) | | | | | (10) | (10) | Common Stock |
| Performance Units | (3) | | | | | (11) | (11) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Reporting Owners

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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

01/03/2017

**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 restricted stock units were earned based on Company performance during fiscal 2014 and vested in one installment based on continued employment through the end of fiscal 2016; the reporting person elected to defer the receipt of a portion of the underlying shares.
(2) Shares were withheld to cover tax withholding upon the vesting of the restricted stock units.
(3) 1 for 1.
(4) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
(5) This information is based on a plan statement dated September 30, 2016, as updated by the transaction reported above.
(6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
(7) The restricted stock units were earned based on Company performance during fiscal 2015. Assuming continued employment through the end of fiscal 2017, 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 2016. Assuming continued employment through the end of fiscal 2018, 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 amount is 200% of the number reported, subject to plan limits.
(9) If the Company achieves certain goals over the 2014-2016 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 2015-2017 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 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.

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.