KELLY ARTHUR L

Form 4

December 02, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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OMB APPROVAL

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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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KELLY ARTHUR L Issuer Symbol SNAP ON INC [SNA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify KEL ENTERPRISES L.P., 20 11/30/2004 below) SOUTH CLARK STREET, SUITE 2222 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting CHICAGO,, IL 60603 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 11,107.359 D

Stock

Common By Trusts 20,000 I Stock

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Dr.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. Pr. Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 24.84					04/28/1995	04/28/2005	Common Stock	1,500	
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	\$ 32.08					04/25/2002	04/25/2012	Common Stock	3,000	

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(Right to Buy)									
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	
Deferred Stock Unit	\$ 0 (2)	11/30/2004	A(3)	47	<u>(4)</u>	<u>(4)</u>	Common Stock	47	\$ 3

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KELLY ARTHUR L KEL ENTERPRISES L.P. 20 SOUTH CLARK STREET, SUITE 2222 CHICAGO,, IL 60603	X					

Signatures

Jason D. Bartel under Power of Attorney for Arthur L.

Kelly

**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) Shares reported are held by the Kelly Family Trust and the A.L. Kelly Trust for which the reporting person is a trustee and beneficiary.
- (2) 1 for 1.
- (3) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (4) Scheduled for issuance in equal annual installments after the earliest of November 15, 2012, 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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