

SNAP ON INC  
Form 4  
November 18, 2004

**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 \*  
MARRINAN SUSAN F

(Last) (First) (Middle)  
2801 80TH STREET  
(Street)

KENOSHA, WI 53141

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/16/2004

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, Secretary, C.L.O.

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)  | Price   |  |                                   |
| Common Stock                    | 11/16/2004                           |  | M                              | A   | \$ 41,709<br>26.375   | D  |                                   |
| Common Stock                    | 11/16/2004                           |  | S                              | D   | \$ 26,700<br>31.07  | D  |                                   |
| Common Stock                    | 11/16/2004                           |  | S                              | D   | \$ 1,309<br>31.08   | D  |                                   |
| Common Stock                    | 11/16/2004                           |  | S                              | D   | \$ 2,100<br>31.1  | D  |                                   |
| Common Stock                    | 11/16/2004                           |  | S                              | D   | \$ 11,600<br>31.25  | D  |                                   |

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Common Stock 332.838 I 401(k) Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Stock Option (Right to Buy)                | \$ 37.125  |                                      |  |                                |   | 01/24/1999 01/24/2007                                    | Common Stock 14,000   |
| Stock Option (Right to Buy)                | \$ 39.71   |                                      |  |                                |   | 01/23/2000 01/23/2008                                    | Common Stock 15,000   |
| Stock Option (Right to Buy)                | \$ 34.5  |                                      |  |                                |   | 01/22/2001 01/22/2009                                    | Common Stock 25,000   |
| Stock Option (Right to Buy)                | \$ 26.375  | 11/16/2004                           |  | M                              | 41,709  | 01/28/2002 01/28/2010                                    | Common Stock 41,709   |
| Stock Option (Right to Buy)                | \$ 29.36   |                                      |  |                                |   | 04/27/2003 04/27/2011                                    | Common Stock 30,000   |
| Stock Option (Right to Buy)                | \$ 32.22   |                                      |  |                                |   | 01/25/2004 01/25/2012                                    | Common Stock 20,000   |
|  | \$ 25.11   |                                      |  |                                |   | (2) 01/24/2013   | 7,500   |

