

KELLY ARTHUR L
 Form 4
 February 04, 2008

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 *
 KELLY ARTHUR L

(Last) (First) (Middle)

KEL ENTERPRISES L.P., 20
 SOUTH CLARK STREET, SUITE
 2222

(Street)

CHICAGO,, IL 60603

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2008

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 | | | | | 20,000 | I | By Trusts (1) |
| Common Stock | | | | | 17,607.422 (2) | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 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 (Right to Buy) | \$ 32.08 | | | | | 04/25/2002 04/25/2012 | | Common Stock | 3,000 |
| 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 |
| Stock Option (Right to Buy) | \$ 32.76 | | | | | 04/22/2005 04/22/2015 | | Common Stock | 3,000 |

Buy)

Deferred

| | | | | | | | | | |
|-------|---------------------|------------|------------------|-----|------------|------------|-----------------|-----|----|
| Stock | \$ 0 ⁽³⁾ | 01/31/2008 | A ⁽⁴⁾ | 361 | <u>(5)</u> | <u>(5)</u> | Common Stock | 361 | \$ |
| Unit | | | | | | | | | |

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

Kenneth V. Hallett under Power of Attorney for Arthur L.

Kelly

02/04/2008

**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) Includes 107.548 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan.
- (3) 1 for 1.
- (4) Payment of fees in stock under the Corporation's Directors' 1993 Fee Plan.
- (5) Scheduled for issuance in equal annual installments after the earliest of a specified date, or on death or retirement from the Board. The specified date is either July 1, 2009, or July 1, 2012, depending upon the particular deferral.
- (6) Includes 119.283 deferred stock units acquired through exempt dividend reinvestments.

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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