

SNAP-ON Inc
 Form 4
 September 08, 2016

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 *
 Ward Thomas J

(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)
 09/07/2016

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)
 Sr VP & President - RS&I Group

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 09/07/2016 | | M | | 4,539 | A | \$ 58.94 |
| | | | | | | | 41,958.8727 (1) |
| Common Stock | 09/07/2016 | | S | | 4,539 | D | \$ 152.1175 |
| | | | | | | | 37,419.8727 (2) |
| Common Stock | 09/08/2016 | | M | | 37,461 | A | \$ 58.94 |
| | | | | | | | 74,880.8727 |
| Common Stock | 09/08/2016 | | S | | 29,248 | D | \$ 151.4258 |
| | | | | | | | 45,632.8727 (3) |
| | 09/08/2016 | | S | | 8,213 | D | |
| | | | | | | | 37,419.8727 |

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Common Stock \$ 151.9458
(4)

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

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(9-02)

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 58.94 | 09/07/2016 | | M | 4,539 | 02/09/2014 02/09/2021 | Common Stock 4 |
| Stock Option (Right to Buy) | \$ 58.94 | 09/08/2016 | | M | 37,461 | 02/09/2014 02/09/2021 | Common Stock 37 |
| Stock Option (Right to Buy) | \$ 60 | | | | | 02/08/2015 02/08/2022 | Common Stock 42 |
| Stock Option (Right to Buy) | \$ 79.04 | | | | | 02/13/2016 02/13/2023 | Common Stock 42 |
| Stock Option (Right to Buy) | \$ 109.43 | | | | | 02/13/2015 ⁽⁶⁾ 02/13/2024 | Common Stock 42 |
| Stock Option (Right to Buy) | \$ 144.69 | | | | | 02/12/2016 ⁽⁶⁾ 02/12/2025 | Common Stock 42 |
| Stock Option (Right to Buy) | \$ 138.03 | | | | | 02/11/2017 ⁽⁶⁾ 02/11/2026 | Common Stock 42 |
| Restricted Stock Units | <u>(7)</u> | | | | | <u>(8)</u> <u>(8)</u> | Common Stock 7 |

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- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.

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