**SNAP-ON Inc** Form 4 February 16, 2016

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** OMB

Washington, D.C. 20549 Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or Form 5

obligations

Expires: 2005 Estimated average

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

**SECURITIES** 

burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pagliari Aldo John			2. Issuer Name <b>and</b> Ticker or Trading Symbol SNAP-ON Inc [SNA]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
SNAP-ON INCORPORATED, 2801 80TH STREET		ATED, 2801	02/11/2016	X Officer (give title Other (spec below) below) Sr VP - Finance & CFO		
	(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		
KENOSHA, V	WI 53143			Form filed by More than One Reporting Person		

(Ctata)

(7:-

(City)

(City)	(State)	(Zip) Tabl	e I - Non-E	<b>Derivative</b>	Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/11/2016		$M_{\underline{1}}$	5,838	A	<u>(1)</u>	39,149.5095	D	
Common Stock	02/11/2016		F(2)	2,896	D	\$ 138.03	36,253.5095	D	
Common Stock	02/12/2016		S(3)	57	D	\$ 140.3	36,196.5095	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

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

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. Transaction Code (Instr. 8)	5. Number on Derivative Securities Acquired Disposed (Instr. 3, 4)	(A) or of (D)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and 2 Underlying S (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	<u>(4)</u>	02/11/2016		A(1)	1,072		<u>(1)</u>	<u>(1)</u>	Common Stock
Performance Units	<u>(4)</u>	02/11/2016		M(1)		5,838	<u>(1)</u>	<u>(1)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>	02/11/2016		A(5)	1,226		(5)	<u>(5)</u>	Common Stock
Stock Option (Right to Buy)	\$ 138.03	02/11/2016		A	35,000		02/11/2017(6)	02/11/2026	Common Stock
Performance Units	<u>(4)</u>	02/11/2016		A	2,704		<u>(8)</u>	<u>(8)</u>	Common Stock
Restricted Stock Units	<u>(4)</u>	02/11/2016		A	2,704		<u>(9)</u>	<u>(9)</u>	Common Stock
Stock Option (Right to Buy)	\$ 50.22						02/15/2010	02/15/2017	Common Stock
Stock Option (Right to Buy)	\$ 51.75						02/13/2011	02/13/2018	Common Stock
Stock Option (Right to Buy)	\$ 29.69						02/11/2012	02/11/2019	Common Stock
Stock Option (Right to Buy)	\$ 41.01						02/10/2013	02/10/2020	Common Stock
Stock Option (Right to Buy)	\$ 58.94						02/09/2014	02/09/2021	Common Stock
Stock Option (Right to Buy)	\$ 60						02/08/2015	02/08/2022	Common Stock

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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
Restricted Stock Units	<u>(4)</u>	(10)	(10)	Common Stock
Performance Units	<u>(4)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock
Performance Units	<u>(4)</u>	(12)	(12)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Pagliari Aldo John						
SNAP-ON INCORPORATED			Sr VP - Finance & CFO			
2801 80TH STREET						

# **Signatures**

KENOSHA, WI 53143

/s/ Ryan S. Lovitz under Power of Attorney for Aldo J.
Pagliari

02/15/2016

\*\*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) Based on Company performance during the 2013-2015 period, approximately 122.5% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported, subject to plan limits).
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (3) The shares were sold pursuant to a Rule 10b5-1 Plan.
- **(4)** 1 for 1.
- Based on Company performance during fiscal 2015, approximately 137.6% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported, subject to plan limits). 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.
- (6) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (7) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.

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- (8) 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.
- (9) 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.
- (10) The restricted stock units were earned based on Company performance during fiscal 2014. Assuming continued employment through the end of fiscal 2016, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (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.

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.