

Edgar Filing: SNAP-ON Inc - Form 4

| 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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 109.43 | | | | | <u>(2)</u> | 02/13/2024 | Common Stock | 4,500 |
| Stock Option (Right to Buy) | \$ 144.69 | | | | | 02/12/2016 ⁽³⁾ | 02/12/2025 | Common Stock | 9,000 |
| Stock Option (Right to Buy) | \$ 138.03 | | | | | 02/11/2017 ⁽³⁾ | 02/11/2026 | Common Stock | 13,500 |
| Stock Option (Right to Buy) | \$ 168.7 | | | | | 02/09/2018 ⁽³⁾ | 02/09/2027 | Common Stock | 13,500 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 1,742 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 1,185 |
| Restricted Stock Units | <u>(4)</u> | | | | | <u>(7)</u> | <u>(7)</u> | Common Stock | 957 |
| Performance Units | <u>(4)</u> | | | | | <u>(8)</u> | <u>(8)</u> | Common Stock | 1,266 |
| Performance Units | <u>(4)</u> | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | 1,020 |
| Performance Units | <u>(4)</u> | | | | | <u>(10)</u> | <u>(10)</u> | Common Stock | 958 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MORENO JEANNE M SNAP-ON INCORPORATED | | | VP & Chief Information Officer | |

2801 80TH STREET
KENOSHA, WI 53143

Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Jeanne M.
Moreno

02/17/2017

__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) This transaction was executed in multiple trades at prices ranging from \$175.01 to \$175.49. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effectuated.
 - (2) Option fully vested.
 - (3) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
 - (4) 1 for 1.
 - (5) The restricted stock units were earned based on Company performance during fiscal 2015. 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) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.

The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2017. Assuming continued employment through the end of fiscal 2019, 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 number is 200% of the number reported, subject to plan limits.
 - (7) 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.
 - (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) If the Company achieves certain goals over the 2017-2019 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.
 - (10) If the Company achieves certain goals over the 2017-2019 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.