

PINCHUK NICHOLAS T  
Form 4  
December 28, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
PINCHUK NICHOLAS T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
SNAP-ON INCORPORATED, 2801  
80TH STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/27/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

KENOSHA, WI 53143

(City) (State) (Zip)

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (D) Price                                                |                                                                                               |                                                          |                                                       |
| Common Stock                    | 12/27/2018                           |                                                    | M <sup>(1)</sup>               | 40,000 A \$ 29.69                                                 | 462,332.8484<br>(2)                                                                           | D                                                        |                                                       |
| Common Stock                    | 12/27/2018                           |                                                    | S <sup>(1)</sup>               | 2,662 D \$ 139.4643                                               | 459,670.8484<br>(3)                                                                           | D                                                        |                                                       |
| Common Stock                    | 12/27/2018                           |                                                    | S <sup>(1)</sup>               | 11,101 D \$ 140.5277                                              | 448,569.8484<br>(4)                                                                           | D                                                        |                                                       |
| Common Stock                    | 12/27/2018                           |                                                    | S <sup>(1)</sup>               | 7,131 D \$ 141.2986                                               | 441,438.8484<br>(5)                                                                           | D                                                        |                                                       |

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|              |            |  |                         |       |   |                          |                     |   |                      |
|--------------|------------|--|-------------------------|-------|---|--------------------------|---------------------|---|----------------------|
| Common Stock | 12/27/2018 |  | <u>S</u> <sup>(1)</sup> | 1,539 | D | \$ 142.827<br><u>(6)</u> | 439,899.8484        | D |                      |
| Common Stock |            |  |                         |       |   |                          | 727.8118 <u>(7)</u> | I | By<br>401(k)<br>Plan |

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 Underlying Security (Instr. 3 and 4) |              |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|--------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                   | Title        |
| Stock Option (Right to Buy)                | \$ 29.69                                               | 12/27/2018                           |                                                    | <u>M</u> <sup>(1)</sup>        | 40,000                                                                                  | <u>(8)</u>                                               | 02/11/2019                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 41.01                                               |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/10/2020                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 58.94                                               |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/09/2021                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 60                                                  |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/08/2022                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 79.04                                               |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/13/2023                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 109.43                                              |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/13/2024                                        | Common Stock |
| Stock Option (Right to Buy)                | \$ 144.69                                              |                                      |                                                    |                                |                                                                                         | <u>(8)</u>                                               | 02/12/2025                                        | Common Stock |



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- (2) Includes 2,1068 shares acquired under a dividend reinvestment plan.
- This transaction was executed in multiple trades at prices ranging from \$138.90 to \$139.86. 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.
- (3) This transaction was executed in multiple trades at prices ranging from \$139.96 to \$140.95. The price reported 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.
- (4) This transaction was executed in multiple trades at prices ranging from \$140.98 to \$141.83. 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$142.11 to \$142.9326. 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.
- (6) This information is based on a plan statement dated September 30, 2018.
- (7) Option fully vested.
- (8) Exercise of Rule 16b-3 stock option pursuant to a Rule 10b5-1 Plan.
- (9) Original option grant vests in three annual installments beginning on the date listed in the "Date Exercisable" column.
- (10) 1 for 1.
- (11) 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.
- (12) The restricted stock units were earned based on Company performance during fiscal 2017. Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (13) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2018. Assuming continued employment through the end of fiscal 2020, 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.
- (14) 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.
- (15) 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.
- (16) If the Company achieves certain goals over the 2018-2020 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.
- (17) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.

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.