

SNAP-ON Inc  
Form 4  
February 16, 2016

**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

(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)

02/11/2016

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)

Chairman, President and CEO

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 (D) Price			
Common Stock	02/11/2016		M <sup>(1)</sup>	25,770 A <u>(1)</u>	307,141.2776	D	
Common Stock	02/11/2016		F <sup>(2)</sup>	11,777 D \$ 138.03	295,364.2776	D	
Common Stock					692.0422 <sup>(3)</sup>	I	By 401(k) Plan

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Units	(4)	02/11/2016		A <sup>(1)</sup>		4,733		(1)	(1)	Common Stock
Performance Units	(4)	02/11/2016		M <sup>(1)</sup>			25,770	(1)	(1)	Common Stock
Restricted Stock Units	(4)	02/11/2016		A <sup>(5)</sup>		4,759		(5)	(5)	Common Stock
Stock Option (Right to Buy)	\$ 138.03	02/11/2016		A		135,000		02/11/2017 <sup>(6)</sup>	02/11/2026	Common Stock
Performance Units	(4)	02/11/2016		A		10,199		(8)	(8)	Common Stock
Restricted Stock Units	(4)	02/11/2016		A		10,199		(9)	(9)	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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- (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.
- (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.  
  
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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.
- (13)

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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