

JOHNSEN CONSTANCE
Form 4
November 25, 2005

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 *
JOHNSEN CONSTANCE

(Last) (First) (Middle)
10801 CORPORATE DRIVE
(Street)

PLEASANT PRAIRIE, WI 53158

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/22/2005

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)
Vice President and Controller

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/22/2005		M		2,200	A	\$ 29.16
					2,544.053 ⁽¹⁾	D	
Common Stock	11/22/2005		M		3,400	A	\$ 32.22
					5,944.053	D	
Common Stock	11/22/2005		M		1,800	A	\$ 25.11
					7,744.053	D	
Common Stock	11/22/2005		M		1,900	A	\$ 31.52
					9,644.053	D	
Common Stock	11/22/2005		S		9,300	D	\$ 37.4161
					344.053	D	

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Common Stock	11/22/2005	S	344.053	D	\$ 37.52	0	D	
Common Stock						368.966	I	401(k) Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 29.16	11/22/2005		M	2,200	05/29/2003 05/29/2011	Common Stock	2,200	
Stock Option (Right to Buy)	\$ 32.22	11/22/2005		M	3,400	01/25/2004 01/25/2012	Common Stock	3,400	
Stock Option (Right to Buy)	\$ 25.11	11/22/2005		M	1,800	01/24/2005 01/24/2013	Common Stock	1,800	
Stock Option (Right to Buy)	\$ 31.52	11/22/2005		M	1,900	<u>(3)</u> 01/23/2014	Common Stock	1,900	
Stock Option (Right to Buy)	\$ 33.75					<u>(4)</u> 02/18/2015	Common Stock	4,300	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSEN CONSTANCE 10801 CORPORATE DRIVE PLEASANT PRAIRIE, WI 53158			Vice President and Controller	

Signatures

Jason D. Bartel under Power of Attorney for Constance R. Johnsen	11/25/2005
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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) Includes 107.459 shares acquired through the Company's Employee Stock Purchase Plan.
 - (2) The transaction was an option grant. Accordingly, the reporting person did not pay a price to obtain the option.
 - (3) The remainder of the option vests on 1/23/2006.
 - (4) One half of the option vests on 2/18/2006 and the remainder vests on 2/18/2007.

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.