

DECYK ROXANNE J
Form 4
May 03, 2007

FORM 4

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

OMB APPROVAL

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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 *
DECYK ROXANNE J

(Last) (First) (Middle)

SHELL INTERNATIONAL
B.V., CAREL VAN
BYLANDTLAAN 16

(Street)

THE HAGUE, P7

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2007

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)

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Stock	05/03/2007		M		3,000 A \$ 43.6875	8,595	D
Common Stock	05/03/2007		M		3,000 A \$ 32.08	11,595	D
Common Stock	05/03/2007		M		3,000 A \$ 28.43	14,595	D
Common Stock	05/03/2007		S		100 D \$ 55.33	14,495	D
Common Stock	05/03/2007		S		100 D \$ 55.29	14,395	D

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Common Stock	05/03/2007	S	600	D	\$ 55.26	13,795	D
Common Stock	05/03/2007	S	500	D	\$ 55.18	13,295	D
Common Stock	05/03/2007	S	100	D	\$ 55.16	13,195	D
Common Stock	05/03/2007	S	2,300	D	\$ 55.15	10,895	D
Common Stock	05/03/2007	S	1,000	D	\$ 55.14	9,895	D
Common Stock	05/03/2007	S	1,500	D	\$ 55.12	8,395	D
Common Stock	05/03/2007	S	900	D	\$ 55.11	7,495	D
Common Stock	05/03/2007	S	1,900	D	\$ 55.1	5,595	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 43.6875	05/03/2007		M	3,000	04/24/1998 04/24/2008	Common Stock	3,000	
Stock Option (Right to Buy)	\$ 32.08	05/03/2007		M	3,000	04/25/2002 04/25/2012	Common Stock	3,000	
	\$ 28.43	05/03/2007		M	3,000	04/24/2003 04/24/2013		3,000	

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 33.55	04/23/2004	04/23/2014	Common Stock	3,000
Stock Option (Right to Buy)	\$ 32.76	04/22/2005	04/22/2015	Common Stock	3,000
Deferred Stock Unit	\$ 0 ⁽²⁾	<u>(3)</u>	<u>(3)</u>	Common Stock	18,024.6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECYK ROXANNE J SHELL INTERNATIONAL B.V. CAREL VAN BYLANDTLAAN 16 THE HAGUE, P7	X			

Signatures

Kenneth V. Hallett under Power of Attorney for Roxanne J. Decyk 05/03/2007

 **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) Exercise of Rule 16b-3 stock option.
- (2) 1 for 1.
- (3) Scheduled for issuance in lump sum after earliest of November 5, 2022, or on death or retirement from the Board.

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.