SNAP ON INC
Form 4
February 21, 2006

FORM 4

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

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRADY SHARON M

(Last) (First) (Middle)

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)
02/16/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
V.P. - Chief H.R. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/17/2006		M		3,791	A	$ 26.375	3,791	D	
Common Stock	02/17/2006		M		13,500	A	$ 25.11	17,291	D	
Common Stock	02/17/2006		S		17,291	D	$ 39.099	0	D	
Common Stock								566.87 (1)	I	401(k) Plan

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

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 A Underlying Se (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	$ 33.25							01/23/2000	12/16/2008	Common Stock
Stock Option (Right to Buy)	$ 34.5							01/22/2001	01/22/2009	Common Stock
Stock Option (Right to Buy)	$ 26.375	02/17/2006		M			3,791	01/28/2002	01/28/2010	Common Stock
Stock Option (Right to Buy)	$ 29.36							04/27/2003	04/27/2011	Common Stock
Stock Option (Right to Buy)	$ 32.22							01/25/2004	01/25/2012	Common Stock
Stock Option (Right to Buy)	$ 25.11	02/17/2006		M			13,500	01/24/2005	01/24/2013	Common Stock
Stock Option (Right to Buy)	$ 31.52							01/23/2006	01/23/2014	Common Stock
Stock Option (Right to Buy)	$ 33.75							(3)	02/18/2015	Common Stock
Stock Option (Right to Buy)	$ 39.35	02/16/2006		A		14,000		(4)	02/16/2016	Common Stock
Deferred Stock Units	(6)	02/16/2006		D (7)			18,000	(7)	(7)	Common Stock

Performance Share	(8)	02/16/2006	M		8,750	(8)	02/16/2006	Common Stock
Deferred Stock Units	(6)	02/16/2006	M	2,188 (8)		(9)	(9)	Common Stock
Restricted Stock	(6)	02/16/2006	A	8,000		(10)	(10)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY SHARON M 2801 80TH STREET KENOSHA, WI 53143			V.P. - Chief H.R. Officer	

Signatures

Jason D. Bartel under Power of Attorney for Sharon M. Brady	02/21/2006
**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 information is based on a plan statement dated 2/21/06.

(2) Grant of stock option from the Company. There is not a price for the security.

(3) One half of the option vested on 2/18/2006 and the remainder vests on 2/18/2007.

(4) One half of option vests on 2/16/2007 and the remainder vests on 2/16/2008.

(5) The transaction was an option grant. Accordingly, the reporting price did not pay a price to obtain the option.

(6) 1 for 1.

(7) Vesting of the units was based on the achievement of certain company initiatives over the 2003-2005 period. None of these units vested.

(8) Each performance share represented the right to receive one share of common stock. Vesting of the units was based on the achievement of certain company initiatives over the 2004-2005 period and 25% of the units vested.

(9) Payment will begin within 30 days first beginning after the earliest of the date specified in advance of the deferral by the reporting person, death, disability, retirement or termination of employment.

(10) The units vest on the achievement of certain company initiatives over the 2006-2008 period.

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.