

BILAND ALAN T
Form 4
February 22, 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 *
BILAND ALAN T

(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)
02/18/2005

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)
VP - Chief Information Officer

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)
Common Stock				(A) or (D) Price	2,710.044 ⁽¹⁾	D	
Common Stock				(A) or (D) Price	1,771.379	I	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 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)	\$ 45.75					04/06/1998	04/06/2008	Common Stock	5,000
Stock Option (Right to Buy)	\$ 34.5					01/22/2001	01/22/2009	Common Stock	12,000
Stock Option (Right to Buy)	\$ 29.36					04/27/2003	04/27/2011	Common Stock	20,000
Stock Option (Right to Buy)	\$ 26.23					06/21/2003	06/21/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 32.22					01/25/2004	01/25/2012	Common Stock	20,000
Stock Option (Right to Buy)	\$ 25.11					01/24/2005	01/24/2013	Common Stock	13,500
Stock Option (Right to Buy)	\$ 31.52					(2)	01/23/2014	Common Stock	13,500
Stock Option (Right to Buy)	\$ 33.75	02/18/2005		A	14,000	(3)	02/18/2015	Common Stock	14,000
Deferred Stock	(5)					(6)	(6)	Common Stock	4,304

Units

Deferred

Stock (5)

(6)

(6)

Common
Stock

5,255.95

Units

Deferred

Stock (5)

(6)(7)

(6)(7)

Common
Stock

18,000

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILAND ALAN T 10801 CORPORATE DRIVE PLEASANT PRAIRIE, WI 53158			VP - Chief Information Officer	

Signatures

Jason D. Bartel under Power of Attorney for Alan T.
Biland

02/22/2005

__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 38.058 shares acquired under the Corporation's Dividend Reinvestment and Direct Stock Purchase Plan and 249.878 shares acquired through the Employee Stock Purchase Plan.
- (2) One-half of option vested on 1/23/2005 and the remainder vests on 1/23/2006.
- (3) One-half of option vests on 2/18/2006 and the remainder vests on 2/18/2007.
- (4) Grant of stock option from the Company. There is not a price for the security.
- (5) 1 for 1.
- (6) Payments 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.
- (7) The units vest on the achievement of certain company initiatives over the 2003-2005 period.

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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