

Boyd Iain  
Form 4  
February 20, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Boyd Iain**

(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)  
**02/15/2018**

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 \_\_\_\_ Other (specify  
below) below)

**VP - Operations Development**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/15/2018                              |                                                             | M <sup>(1)</sup>                     | 1,430 A                                                                 | 9,648.8059                                                                                                         | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/15/2018                              |                                                             | F <sup>(2)</sup>                     | 648 D                                                                   | \$<br>161.18                                                                                                       | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 584.2751 <sup>(3)</sup>                                                                                            | I                                                                    | By 401(k)<br>Plan                                                 |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying<br>(Instr. 3 and |                           |                    |                 |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------|---------------------------|--------------------|-----------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                                         | Date Exercisable          | Expiration<br>Date | Title           |
| Performance<br>Units                                | (4)                                                                   | 02/15/2018                              |                                                             | A <sup>(1)</sup>                        |                                                                                                        | 126                                                            |                                             | (1)                       | (1)                | Common<br>Stock |
| Performance<br>Units                                | (4)                                                                   | 02/15/2018                              |                                                             | M <sup>(1)</sup>                        |                                                                                                        |                                                                | 1,430                                       | (1)                       | (1)                | Common<br>Stock |
| Restricted<br>Stock Units                           | (4)                                                                   | 02/15/2018                              |                                                             | D <sup>(5)</sup>                        |                                                                                                        |                                                                | 614                                         | (5)                       | (5)                | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 161.18                                                             | 02/15/2018                              |                                                             | A                                       |                                                                                                        | 10,344                                                         |                                             | 02/15/2019 <sup>(6)</sup> | 02/15/2028         | Common<br>Stock |
| Restricted<br>Stock Units                           | (4)                                                                   | 02/15/2018                              |                                                             | A                                       |                                                                                                        | 1,201                                                          |                                             | (8)                       | (8)                | Common<br>Stock |
| Performance<br>Units                                | (4)                                                                   | 02/15/2018                              |                                                             | A                                       |                                                                                                        | 1,201                                                          |                                             | (9)                       | (9)                | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 79.04                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | (10)                      | 02/13/2023         | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 109.43                                                             |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | (10)                      | 02/13/2024         | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 144.69                                                             |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | (10)                      | 02/12/2025         | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 138.03                                                             |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | 02/11/2017 <sup>(6)</sup> | 02/11/2026         | Common<br>Stock |
| Stock Option<br>(Right to<br>Buy)                   | \$ 168.7                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | 02/09/2018 <sup>(6)</sup> | 02/09/2027         | Common<br>Stock |
| Restricted<br>Stock Units                           | (4)                                                                   |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | (11)                      | (11)               | Common<br>Stock |
| Performance<br>Units                                | (4)                                                                   |                                         |                                                             |                                         |                                                                                                        |                                                                |                                             | (12)                      | (12)               | Common<br>Stock |

|                      |     |      |      |              |
|----------------------|-----|------|------|--------------|
| Performance Units    | (4) | (13) | (13) | Common Stock |
| Deferred Stock Units | (4) | (14) | (14) | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                             |       |
|----------------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                     | Other |
| Boyd Iain<br>SNAP-ON INCORPORATED<br>2801 80TH STREET<br>KENOSHA, WI 53143 |               |           | VP - Operations Development |       |

## Signatures

/s/ Ryan S. Lovitz under Power of Attorney for Iain Boyd 02/19/2018

\_\_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) Based on Company performance during the 2015-2017 period, approximately 109.7% of the performance units vested (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number originally reported, subject to plan limits).
- (2) Shares were withheld to cover tax withholding upon the vesting of performance units.
- (3) This information is based on a plan statement dated December 31, 2017.
- (4) 1 for 1.
- (5) Based on Company performance during fiscal 2017, approximately 37.7% of the restricted stock units originally granted were earned (as previously disclosed, the reporting person had the opportunity to earn up to 200% of the number of units originally reported, subject to plan limits). Assuming continued employment through the end of fiscal 2019, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (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) The restricted stock units may be earned based on the achievement of certain Company goals during fiscal 2018. Assuming continued employment through the end of fiscal 2020, 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 number is 200% of the number reported, subject to plan limits.
- (9) If the Company achieves certain goals over the 2018-2020 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.
- (10) Option fully vested.
- (11) The restricted stock units were earned based on Company performance during fiscal 2016. Assuming continued employment through the end of fiscal 2018, the units will then vest in one installment and the shares will be issued shortly thereafter.
- (12) 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.
- (13) If the Company achieves certain goals over the 2017-2019 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.

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(14) Payment will be made in accordance with the reporting person's deferral election, death, disability or termination of employment.

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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