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

FORM 10-Q

(Mark one)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **March 31, 2012**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number 1-7724

Snap-on Incorporated

(Exact name of registrant as specified in its charter)

Delaware	**39-0622040**
(State of incorporation)	*(I.R.S. Employer Identification No.)*
2801 80th Street, Kenosha, Wisconsin	**53143**
(Address of principal executive offices)	*(Zip code)*

(262) 656-5200

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

Class	Outstanding at April 13, 2012
Common Stock, $1.00 par value	58,104,624 shares

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PART I. FINANCIAL INFORMATION

Item 1: Financial Statements

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS
(Amounts in millions, except per share data)
(Unaudited)

	Three Months Ended	
	March 31, 2012	April 2, 2011
Net sales	$ 735.2	$ 693.7
Cost of goods sold	(387.5)	(363.1)
Gross profit	347.7	330.6
Operating expenses	(250.2)	(243.3)
Operating earnings before financial services	97.5	87.3
Financial services revenue	38.0	25.8
Financial services expenses	(14.1)	(13.3)
Operating earnings from financial services	23.9	12.5
Operating earnings	121.4	99.8
Interest expense	(13.9)	(16.3)
Other income (expense) – net	(0.4)	0.8
Earnings before income taxes and equity earnings	107.1	84.3
Income tax expense	(35.2)	(27.2)
Earnings before equity earnings	71.9	57.1
Equity earnings, net of tax	1.1	0.9
Net earnings	73.0	58.0
Net earnings attributable to noncontrolling interests	(2.0)	(1.8)
Net earnings attributable to Snap-on Incorporated	$ 71.0	$ 56.2
Net earnings per share attributable to Snap-on Incorporated:		
Basic	$ 1.22	$ 0.97
Diluted	1.21	0.96
Weighted-average shares outstanding:		
Basic	58.2	58.2
Effect of dilutive options	0.6	0.5
Diluted	58.8	58.7
Dividends declared per common share	$ 0.34	$ 0.32

See Notes to Condensed Consolidated Financial Statements.

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in millions)
(Unaudited)

	Three Months Ended	
	March 31, 2012	April 2, 2011
Comprehensive income (loss):		
Net earnings	$ 73.0	$ 58.0
Other comprehensive income (loss):		
Foreign currency translation	28.6	64.5
Change in cash flow hedges	(0.1)	(0.1)
Total comprehensive income	101.5	122.4
Comprehensive income attributable to noncontrolling interests	(2.0)	(1.8)
Comprehensive income attributable to Snap-on Incorporated	$ 99.5	$ 120.6

See Notes to Condensed Consolidated Financial Statements.

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in millions, except share data)
(Unaudited)

	March 31, 2012	December 31, 2011
ASSETS		
Current assets		
Cash and cash equivalents	$ 161.6	$ 185.6
Trade and other accounts receivable – net	463.1	463.5
Finance receivables – net	291.7	277.2
Contract receivables – net	48.2	49.7
Inventories – net	395.8	386.4
Deferred income tax assets	83.9	92.6
Prepaid expenses and other assets	90.3	75.7
Total current assets	1,534.6	1,530.7
Property and equipment		
Land	20.1	19.8
Buildings and improvements	276.9	274.9
Machinery, equipment and computer software	654.1	632.3
	951.1	927.0
Accumulated depreciation and amortization	(590.4)	(574.1)
Property and equipment – net	360.7	352.9
Deferred income tax assets	122.7	125.2
Long-term finance receivables – net	445.2	431.8
Long-term contract receivables – net	171.5	165.1
Goodwill	804.9	795.8
Other intangibles – net	188.4	188.3
Other assets	81.9	83.1
Total assets	$ 3,709.9	$ 3,672.9

See Notes to Condensed Consolidated Financial Statements.

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in millions, except share data)
(Unaudited)

	March 31, 2012	December 31, 2011
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Notes payable and current maturities of long-term debt	$ 14.0	$ 16.2
Accounts payable	139.0	124.6
Accrued benefits	50.0	48.8
Accrued compensation	65.0	91.0
Franchisee deposits	48.4	47.3
Other accrued liabilities	249.5	255.9
Total current liabilities	565.9	583.8
Long-term debt	965.5	967.9
Deferred income tax liabilities	110.6	108.1
Retiree health care benefits	51.5	52.8
Pension liabilities	306.3	317.7
Other long-term liabilities	90.2	95.3
Total liabilities	2,090.0	2,125.6
Commitments and contingencies (Note 13)		
Shareholders' equity		
Shareholders' equity attributable to Snap-on Incorporated		
Preferred stock (authorized 15,000,000 shares of $1 par value; none outstanding)	–	–
Common stock (authorized 250,000,000 shares of $1 par value; issued 67,342,973 and 67,335,341 shares)	67.3	67.3
Additional paid-in capital	188.5	181.4
Retained earnings	1,894.6	1,843.7
Accumulated other comprehensive loss	(146.1)	(174.6)
Treasury stock at cost (9,239,260 and 9,110,389 shares)	(400.9)	(386.9)
Total shareholders' equity attributable to Snap-on Incorporated	1,603.4	1,530.9
Noncontrolling interests	16.5	16.4
Total shareholders' equity	1,619.9	1,547.3
Total liabilities and shareholders' equity	$ 3,709.9	$ 3,672.9

See Notes to Condensed Consolidated Financial Statements.

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Amounts in millions, except share data)
(Unaudited)

The following summarizes the changes in total shareholders' equity for the three month period ending March 31, 2012:

	Shareholders' equity attributable to Snap-on Incorporated						
(Amounts in millions, except share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests	Total Shareholders' Equity
Balance at December 31, 2011	$ 67.3	$ 181.4	$ 1,843.7	$ (174.6)	$ (386.9)	$ 16.4	$ 1,547.3
Net earnings for the three months ended March 31, 2012	–	–	71.0	–	–	2.0	73.0
Foreign currency translation	–	–	–	28.6	–	–	28.6
Change in cash flow hedges	–	–	–	(0.1)	–	–	(0.1)
Cash dividends – $0.34 per share	–	–	(20.1)	–	–	–	(20.1)
Dividend reinvestment plan and other	–	0.4	–	–	–	(1.9)	(1.5)
Stock compensation plans	–	4.7	–	–	15.9	–	20.6
Share repurchases – 488,000 shares	–	–	–	–	(29.9)	–	(29.9)
Tax benefit from certain stock options	–	2.0	–	–	–	–	2.0
Balance at March 31, 2012	$ 67.3	$ 188.5	$ 1,894.6	$ (146.1)	$ (400.9)	$ 16.5	$ 1,619.9

The following summarizes the changes in total shareholders' equity for the three month period ending April 2, 2011:

	Shareholders' equity attributable to Snap-on Incorporated						
(Amounts in millions, except share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interests	Total Shareholders' Equity
Balance at January 1, 2011	$ 67.3	$ 169.2	$ 1,644.1	$ (104.8)	$ (387.3)	$ 15.9	$ 1,404.4
Net earnings for the three months ended April 2, 2011	–	–	56.2	–	–	1.8	58.0
Foreign currency translation	–	–	–	64.5	–	–	64.5
Change in cash flow hedges	–	–	–	(0.1)	–	–	(0.1)
Cash dividends – $0.32 per share	–	–	(18.9)	–	–	–	(18.9)
Dividend reinvestment plan and other	–	0.5	–	–	–	(1.8)	(1.3)
Stock compensation plans	–	3.5	–	–	11.8	–	15.3
Share repurchases – 296,000 shares	–	–	–	–	(17.6)	–	(17.6)
Tax benefit from certain stock options	–	1.3	–	–	–	–	1.3
Balance at April 2, 2011	$ 67.3	$ 174.5	$ 1,681.4	$ (40.4)	$ (393.1)	$ 15.9	$ 1,505.6

See Notes to Condensed Consolidated Financial Statements.

SNAP-ON INCORPORATED
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
(Amounts in millions)
(Unaudited)

	Three Months Ended	
	March 31, 2012	April 2, 2011
Operating activities:		
Net earnings	$ 73.0	$ 58.0
Adjustments to reconcile net earnings to net cash provided (used) by operating activities:		
Depreciation	12.6	12.4
Amortization of other intangibles	6.4	5.9
Provision for losses on finance receivables	3.9	1.8
Provision for losses on non-finance receivables	2.8	5.7
Stock-based compensation expense	8.7	5.9
Excess tax benefits from stock-based compensation	(2.0)	(1.3)
Deferred income tax provision	13.4	3.6
Gain on sale of assets	(0.8)	–
Changes in operating assets and liabilities:		
(Increase) decrease in trade and other accounts receivable	3.0	(9.5)
(Increase) decrease in contract receivables	(4.2)	(7.5)
(Increase) decrease in inventories	(4.1)	(29.3)
(Increase) decrease in prepaid and other assets	(20.4)	(11.5)
Increase (decrease) in accounts payable	15.0	(6.3)
Increase (decrease) in accruals and other liabilities	(42.3)	–
Net cash provided by operating activities	65.0	27.9
Investing activities:		
Additions to finance receivables	(135.5)	(128.2)
Collections of finance receivables	106.1	86.8
Capital expenditures	(21.8)	(18.6)
Disposal of property and equipment	1.9	0.2
Net cash used by investing activities	(49.3)	(59.8)
Financing activities:		
Proceeds from short-term borrowings	6.5	9.6
Repayments of short-term borrowings	(7.7)	(8.5)
Net increase (decrease) in other short-term borrowings	(1.0)	0.5
Purchase of treasury stock	(29.9)	(17.6)
Proceeds from stock purchase and option plans	13.3	11.8
Cash dividends paid	(20.1)	(18.9)
Excess tax benefits from stock-based compensation	2.0	1.3
Other	(3.6)	(2.1)
Net cash used by financing activities	(40.5)	(23.9)
Effect of exchange rate changes on cash and cash equivalents	0.8	0.9
Decrease in cash and cash equivalents	(24.0)	(54.9)
Cash and cash equivalents at beginning of year	185.6	572.2
Cash and cash equivalents at end of period	$ 161.6	$ 517.3
Supplemental cash flow disclosures:		
Cash paid for interest	$ (26.2)	$ (24.1)
Net cash paid for income taxes	(6.9)	(8.7)

See Notes to Condensed Consolidated Financial Statements

SNAP-ON INCORPORATED
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1: Summary of Accounting Policies

Principles of consolidation and presentation

The Condensed Consolidated Financial Statements include the accounts of Snap-on Incorporated ("Snap-on" or "the company"), and its wholly-owned and majority-owned subsidiaries. These financial statements should be read in conjunction with, and have been prepared in conformity with, the accounting principles reflected in the consolidated financial statements and related notes included in Snap-on's 2011 Annual Report on Form 10-K for the fiscal year ended December 31, 2011 ("2011 year end"). The company's 2012 fiscal first quarter ended on March 31, 2012; the 2011 fiscal first quarter ended on April 2, 2011.

Snap-on accounts for investments in unconsolidated affiliates where Snap-on has a significant influence under the equity method of accounting. Investments in unconsolidated affiliates of $42.7 million as of March 31, 2012, and $40.7 million as of December 31, 2011, are included in "Other assets" on the accompanying Condensed Consolidated Balance Sheets. No equity investment dividends were received in the first quarters of 2012 or 2011. In the normal course of business, the company may purchase products or services from unconsolidated affiliates; purchases from unconsolidated affiliates were $4.5 million and $5.6 million in the first quarters of 2012 and 2011, respectively. The Condensed Consolidated Financial Statements do not include the accounts of the company's independent franchisees. Snap-on's Condensed Consolidated Financial Statements are prepared in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). All significant intercompany accounts and transactions have been eliminated.

Snap-on Credit LLC ("SOC") is the company's financial services operation in the United States. Snap-on terminated its SOC financial services joint venture agreement with CIT Group Inc. ("CIT") in July 2009 and subsequently acquired CIT's 50%-ownership interest in SOC. As a result, SOC became a wholly-owned subsidiary of Snap-on and Snap-on began providing financing for the majority of new loans originated by SOC; prior to July 2009, substantially all of the loans originated by SOC were sold to CIT.

In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for the fair presentation of the Condensed Consolidated Financial Statements for the three month periods ended March 31, 2012, and April 2, 2011, have been made. Interim results of operations are not necessarily indicative of the results to be expected for the full fiscal year.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Financial Instruments

The fair value of the company's derivative financial instruments is generally determined using quoted prices in active markets for similar assets and liabilities. The carrying value of the company's non-derivative financial instruments either approximate fair value, due to their short-term nature, or fair value is based upon a discounted cash flow analysis or quoted market values. See Note 8 for further information on financial instruments.

New Accounting Standards

Goodwill

The Financial Accounting Standards Board ("FASB") issued updated authoritative guidance in September 2011 to amend previous guidance on the annual and interim testing of goodwill for impairment; the guidance became effective for Snap-on at the beginning of its 2012 fiscal year. The guidance provides entities with the option of first assessing qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If it is determined, on the basis of qualitative factors, that the fair value of the reporting unit is more likely than not less than the carrying amount, the two-step impairment test would still be required. Annual impairment tests are performed by the company in the second quarter of each year. The adoption of this updated authoritative guidance is not expected to have a significant impact on the company's Condensed Consolidated Financial Statements.

Fair Value Measurements

The FASB issued updated authoritative guidance in May 2011 to amend fair value measurements and related disclosures; the guidance became effective for Snap-on at the beginning of its 2012 fiscal year. This guidance relates to a major convergence project of the FASB and the International Accounting Standards Board to improve International Financial Reporting Standards ("IFRS") and U.S. GAAP. This guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between IFRS and U.S. GAAP. The guidance also changes some fair value measurement principles and enhances disclosure requirements related to activities in Level 3 of the fair value hierarchy. The adoption of this updated authoritative guidance had no impact on the company's Condensed Consolidated Financial Statements.

Disclosures Relating to Comprehensive Income

The FASB issued updated authoritative guidance in June 2011 to amend the presentation of comprehensive income in financial statements. The FASB also issued an accounting standards update in December 2011 that indefinitely deferred certain financial statement presentation provisions contained in its original June 2011 guidance. The guidance, which became effective for Snap-on on a retrospective basis at the beginning of its 2012 fiscal year, gives companies the option to present other comprehensive income in either a single continuous statement or in two separate but consecutive statements. Under both alternatives, companies are required to annually present each component of comprehensive income. The adoption of this updated authoritative guidance impacted the presentation of the company's Condensed Consolidated Statements of Comprehensive Income, but it did not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income.

Note 2: Accounts Receivable

Trade and Other Accounts Receivable

Snap-on's trade and other accounts receivable primarily arise from the sale of tools, diagnostics and equipment to a broad range of industrial and commercial customers and to Snap-on's independent franchise van channel on a non-extended-term basis with payment terms generally ranging from 30 to 120 days.

The components of Snap-on's trade and other accounts receivable as of March 31, 2012, and December 31, 2011, are as follows:

(Amounts in millions)	March 31, 2012	December 31, 2011
Trade and other accounts receivable	$ 484.7	$ 485.5
Allowances for doubtful accounts	(21.6)	(22.0)
Total trade and other accounts receivable – net	$ 463.1	$ 463.5

Finance and Contract Receivables

SOC originates extended-term finance and contract receivables on sales of Snap-on product sold through the U.S. franchisee and customer network and to Snap-on's industrial and other customers; Snap-on's foreign finance subsidiaries provide similar financing internationally. Interest income on finance and contract receivables is included in "Financial services revenue" on the accompanying Condensed Consolidated Statements of Earnings.

Snap-on's finance receivables are comprised of extended-term installment loans to technicians (i.e., franchisees' customers) to enable them to purchase tools, diagnostics and equipment on an extended-term payment plan, generally with average payment terms of 32 months. Contract receivables, with payment terms of up to 10 years, are comprised of extended-term installment loans to a broad base of industrial and other customers worldwide, including shop owners, both independents and national chains, for their purchase of tools, diagnostics and equipment. Contract receivables also include extended-term installment loans to franchisees to meet a number of financing needs including van and truck leases, working capital loans, and loans to enable new franchisees to fund the purchase of the franchise. Finance and contract receivables are generally secured by the underlying tools, diagnostics or equipment financed and, for installment loans to franchisees, other franchisee assets.

During both the three months ended March 31, 2012, and the fiscal year ended December 31, 2011, Snap-on did not purchase or sell any finance or contract receivables.

The components of Snap-on's current finance and contract receivables as of March 31, 2012, and December 31, 2011, are as follows:

(Amounts in millions)	March 31, 2012	December 31, 2011
Finance receivables, net of unearned finance charges of $8.4 million and $7.6 million	$ 299.9	$ 285.3
Contract receivables, net of unearned finance charges of $10.4 million and $9.1 million	49.8	51.2
Total	349.7	336.5
Allowances for doubtful accounts:		
Finance receivables	(8.2)	(8.1)
Contract receivables	(1.6)	(1.5)
Total	(9.8)	(9.6)
Total current finance and contract receivables – net	$ 339.9	$ 326.9
Finance receivables – net	$ 291.7	$ 277.2
Contract receivables – net	48.2	49.7
Total current finance and contract receivables – net	$ 339.9	$ 326.9

The components of Snap-on's finance and contract receivables with payment terms beyond one year as of March 31, 2012, and December 31, 2011, are as follows:

(Amounts in millions)	March 31, 2012	December 31, 2011
Finance receivables, net of unearned finance charges of $9.9 million and $9.4 million	$ 461.5	$ 447.9
Contract receivables, net of unearned finance charges of $15.3 million and $12.1 million	174.3	167.7
Total	635.8	615.6
Allowances for doubtful accounts:		
Finance receivables	(16.3)	(16.1)
Contract receivables	(2.8)	(2.6)
Total	(19.1)	(18.7)
Total long-term finance and contract receivables – net	$ 616.7	$ 596.9
Finance receivables – net	$ 445.2	$ 431.8
Contract receivables – net	171.5	165.1
Total long-term finance and contract receivables – net	$ 616.7	$ 596.9

Delinquency is the primary indicator of credit quality for finance and contract receivables. Receivable balances are considered delinquent when contractual payments on the loans become 30 days past due.

Finance receivables are generally placed on nonaccrual status (nonaccrual of interest and other fees) (i) when a customer is placed on repossession status; (ii) upon receipt of notification of bankruptcy; (iii) upon the death of a customer; or (iv) in other instances in which management concludes collectability is not reasonably assured. Finance receivables that are considered nonperforming include receivables that are on nonaccrual status and receivables that are generally more than 90 days past due.

Contract receivables are generally placed on nonaccrual status (i) when a receivable is more than 90 days past due or at the point a customer's account is placed on terminated status regardless of its delinquency status; (ii) upon the death of a customer; or (iii) in other instances in which management concludes collectability is not reasonably assured. Contract receivables that are considered nonperforming include receivables that are on nonaccrual status and receivables that are generally more than 90 days past due.

The accrual of interest and other fees is resumed when the finance or contract receivable becomes contractually current and collection of all remaining contractual amounts due is reasonably assured. Finance and contract receivables are evaluated for impairment on a collective basis. A receivable is impaired when it is probable that all amounts related to the receivable will not be collected according to the contractual terms of the loan agreement. Impaired receivables are covered by the company's finance and contract allowances for doubtful accounts reserves and are charged-off against the reserves when appropriate. As of March 31, 2012, and December 31, 2011, there were $11.3 million and $11.5 million, respectively, of impaired finance receivables, and there were $0.8 million and $0.7 million, respectively, of impaired contract receivables.

The aging of finance and contract receivables as of March 31, 2012, and December 31, 2011, is as follows:

(Amounts in millions)	30-59 Days Past Due	60-90 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Total Not Past Due	Total	Greater Than 90 Days Past Due and Accruing
March 31, 2012:							
Finance receivables	$ 5.8	$ 3.8	$ 6.7	$ 16.3	$ 745.1	$ 761.4	$ 4.8
Contract receivables	0.8	0.5	0.7	2.0	222.1	224.1	0.3
December 31, 2011:							
Finance receivables	$ 8.0	$ 3.0	$ 6.6	$ 17.6	$ 715.6	$ 733.2	$ 4.8
Contract receivables	0.9	0.4	0.6	1.9	217.0	218.9	0.2

The amount of performing and nonperforming finance and contract receivables based on payment activity as of March 31, 2012, and December 31, 2011, is as follows:

	March 31, 2012		December 31, 2011	
(Amounts in millions)	Finance Receivables	Contract Receivables	Finance Receivables	Contract Receivables
Performing	$ 750.1	$ 223.3	$ 721.7	$ 218.2
Nonperforming	11.3	0.8	11.5	0.7
Total	$ 761.4	$ 224.1	$ 733.2	$ 218.9

The amount of finance and contract receivables on nonaccrual status as of March 31, 2012, and December 31, 2011, is as follows:

(Amounts in millions)	March 31, 2012	December 31, 2011
Finance receivables	$ 6.6	$ 6.8
Contract receivables	0.8	0.7

The following is a rollforward of the allowances for credit losses for finance and contract receivables for the three months ended March 31, 2012, and April 2, 2011:

	Three Months Ended March 31, 2012		Three Months Ended April 2, 2011	
(Amounts in millions)	Finance Receivables	Contract Receivables	Finance Receivables	Contract Receivables
Allowances for doubtful accounts:				
Beginning of year	$ 24.2	$ 4.1	$ 21.5	$ 4.0
Provision for bad debt expense	3.9	0.5	1.8	1.0
Charge-offs	(4.7)	(0.3)	(3.2)	(0.4)
Recoveries	1.1	0.1	1.0	0.2
End of period	$ 24.5	$ 4.4	$ 21.1	$ 4.8

Prior to the 2009 termination of the financial services joint venture with CIT, SOC sold substantially all new finance and contract loan originations to CIT on a limited recourse basis; SOC retained the right to service such loans for a contractual servicing fee. As of March 31, 2012, the remaining portfolio of receivables owned by CIT that is being serviced by SOC was approximately $97.8 million, as compared to $119.5 million at December 31, 2011. Contractual servicing fees were $0.5 million for the three month period ended March 31, 2012, and $0.8 million for the three month period ended April 2, 2011.

Note 3: Inventories

Inventories by major classification are as follows:

(Amounts in millions)	March 31, 2012	December 31, 2011
Finished goods	$ 346.2	$ 343.8
Work in progress	37.7	32.2
Raw materials	82.5	80.5
Total FIFO value	466.4	456.5
Excess of current cost over LIFO cost	(70.6)	(70.1)
Total inventories – net	$ 395.8	$ 386.4

Inventories accounted for using the first-in, first-out ("FIFO") method as of both March 31, 2012, and December 31, 2011, approximated 62% of total inventories. The company accounts for its non-U.S. inventory on the FIFO basis. As of March 31, 2012, approximately 28% of the company's U.S. inventory was accounted for using the FIFO basis and 72% was accounted for using the last-in, first-out ("LIFO") basis. There were no LIFO inventory liquidations in the three month periods ended March 31, 2012, or April 2, 2011.

Note 4: Intangible and Other Assets

The changes in the carrying amount of goodwill by segment for the three month period ended March 31, 2012, are as follows:

(Amounts in millions)	Commercial & Industrial Group	Snap-on Tools Group	Repair Systems & Information Group	Total
Balance as of December 31, 2011	$ 297.0	$ 12.5	$ 486.3	$ 795.8
Currency translation	7.8	–	1.3	9.1
Balance as of March 31, 2012	$ 304.8	$ 12.5	$ 487.6	$ 804.9

Additional disclosures related to other intangible assets are as follows:

(Amounts in millions)	March 31, 2012 Gross Carrying Value	March 31, 2012 Accumulated Amortization	December 31, 2011 Gross Carrying Value	December 31, 2011 Accumulated Amortization
Amortized other intangible assets:				
Customer relationships	$ 134.9	$ (47.6)	$ 134.4	$ (45.3)
Developed technology	19.3	(17.4)	19.1	(16.8)
Internally developed software	90.3	(55.4)	85.1	(52.0)
Patents	27.6	(18.3)	27.2	(17.8)
Trademarks	2.4	(1.4)	2.4	(1.2)
Other	7.0	(1.0)	7.0	(0.9)
Total	281.5	(141.1)	275.2	(134.0)
Non-amortized trademarks	48.0	–	47.1	–
Total other intangible assets	$ 329.5	$ (141.1)	$ 322.3	$ (134.0)

Significant and unanticipated changes in circumstances, such as significant and long-term adverse changes in business climate, loss of key customers and/or changes in technology or markets, could require a provision for impairment of goodwill and/or other intangible assets in a future period. As of March 31, 2012, the company has no accumulated impairment losses.

The weighted-average amortization periods related to other intangible assets are as follows:

(In years)	Weighted-average Amortization
Customer relationships	16
Developed technology	5
Internally developed software	3
Patents	11
Trademarks	6
Other	39

Snap-on is amortizing its customer relationships on an accelerated basis over a 16 year weighted-average life; the remaining intangibles are amortized on a straight-line basis. The weighted-average amortization period for all amortizable intangibles on a combined basis is 13 years.

The company's customer relationships generally have contractual terms of three to five years and are typically renewed without significant cost to the company. The weighted-average 16 year life for customer relationships is based on the company's historical renewal experience. Intangible asset renewal costs are expensed as incurred.

The aggregate amortization expense was $6.4 million and $5.9 million for the three month periods ended March 31, 2012, and April 2, 2011, respectively. Based on current levels of amortizable intangible assets and estimated weighted-average useful lives, estimated annual amortization expense is expected to be $24.8 million in 2012, $19.2 million in 2013, $13.3 million in 2014, $9.9 million in 2015, $9.2 million in 2016 and $9.0 million in 2017.

Note 5: Exit and Disposal Activities

Snap-on recorded costs associated with exit and disposal activities for the three month periods ended March 31, 2012, and April 2, 2011, as follows:

	Three Months Ended	
(Amounts in millions)	March 31, 2012	April 2, 2011
Exit and disposal costs:		
Cost of goods sold:		
Commercial & Industrial Group	$ 0.1	$ 0.2
Snap-on Tools Group	0.1	2.3
Repair Systems & Information Group	0.2	–
Total cost of goods sold	0.4	2.5
Operating expenses:		
Commercial & Industrial Group	3.4	–
Snap-on Tools Group	0.1	0.5
Repair Systems & Information Group	0.1	–
Total operating expenses	3.6	0.5
Total exit and disposal costs:		
Commercial & Industrial Group	3.5	0.2
Snap-on Tools Group	0.2	2.8
Repair Systems & Information Group	0.3	–
Total exit and disposal costs	$ 4.0	$ 3.0

Of the $4.0 million and $3.0 million of costs incurred during the three month periods ended March 31, 2012, and April 2, 2011, respectively, $3.7 million and $1.0 million, respectively, qualified for accrual treatment. Costs associated with exit and disposal activities in 2012 primarily related to headcount reductions from (i) the ongoing optimization of the company's cost structure in Europe; and (ii) various other management and realignment actions.

Snap-on's exit and disposal accrual activity for the first quarter of 2012 is as follows:

(Amounts in millions)	Balance at December 31, 2011	Additions	Usage	Balance at March 31, 2012
Severance costs:				
Commercial & Industrial Group	$ 3.6	$ 3.6	$ (2.5)	$ 4.7
Snap-on Tools Group	0.6	(0.1)	(0.1)	0.4
Repair Systems & Information Group	3.8	0.2	(0.7)	3.3
Facility-related costs:				
Commercial & Industrial Group	0.4	–	(0.1)	0.3
Total	$ 8.4	$ 3.7	$ (3.4)	$ 8.7

The majority of the exit and disposal accrual as of March 31, 2012, is expected to be utilized in 2012.

Snap-on expects to fund the remaining cash requirements of its exit and disposal activities with available cash on hand, cash flows from operations and borrowings under the company's existing credit facilities. The estimated costs for the exit and disposal activities were based on management's best business judgment under prevailing circumstances.

Note 6: Income Taxes

Snap-on's effective income tax rate on earnings attributable to Snap-on was 33.5% and 33.0% in the first three months of 2012 and 2011, respectively. The higher 2012 effective income tax rate is primarily attributable to the mix of earnings in the various taxing jurisdictions in which the company does business.

For the three months ended March 31, 2012, Snap-on's unrecognized tax benefits increased by $0.4 million primarily due to tax positions that Snap-on expects to take in future tax returns and the accrual of interest on tax positions taken in prior years.

Snap-on and its subsidiaries file income tax returns in the United States and in various state, local and foreign jurisdictions. It is reasonably possible that certain unrecognized tax benefits may either be settled with taxing authorities or the statutes of limitations for such items may lapse within the next 12 months, causing Snap-on's gross unrecognized tax benefits to decrease by a range of zero to $1.7 million. Over the next 12 months, Snap-on anticipates taking certain tax positions on various tax returns for which the related tax benefit does not meet the recognition threshold. Accordingly, Snap-on's gross unrecognized tax benefits may increase by a range of zero to $3.2 million over the next 12 months for uncertain tax positions expected to be taken in future tax filings.

Note 7: Short-term and Long-term Debt

Short-term and long-term debt as of March 31, 2012, and December 31, 2011, consisted of the following:

(Amounts in millions)	March 31, 2012	December 31, 2011
5.85% unsecured notes due 2014	$ 100.0	$ 100.0
5.50% unsecured notes due 2017	150.0	150.0
4.25% unsecured notes due 2018	250.0	250.0
6.70% unsecured notes due 2019	200.0	200.0
6.125% unsecured notes due 2021	250.0	250.0
Other debt*	29.5	34.1
	979.5	984.1
Less: notes payable and current maturities of long-term debt	(14.0)	(16.2)
Total long-term debt	$ 965.5	$ 967.9

* Includes fair value adjustments related to interest rate swaps.

Snap-on has a five-year, $500 million multi-currency revolving credit facility that terminates on December 8, 2016; as of March 31, 2012, no amounts were outstanding under this facility. Borrowings under the $500 million revolving credit facility bear interest at varying rates based on Snap-on's then-current, long-term debt ratings. The $500 million revolving credit facility's financial covenant requires that Snap-on maintain, as of each fiscal quarter end, either (i) a ratio of total debt to the sum of total debt plus shareholders' equity (including noncontrolling interests) of not greater than 0.60 to 1.00; or (ii) a ratio of total debt to the sum of net income plus interest expense, income taxes, depreciation, amortization and other non-cash or extraordinary charges for the preceding four fiscal quarters then ended of not greater than 3.50 to 1.00. As of March 31, 2012, the company's actual ratios of 0.38 and 1.63, respectively, were both within the permitted ranges set forth in this financial covenant.

Snap-on also has a 364-day loan and servicing agreement that allows Snap-on to borrow up to $200 million (subject to borrowing base requirements) through the pledging of finance receivables under an asset-backed commercial paper conduit facility; the loan and servicing agreement expires on September 28, 2012. As of March 31, 2012, no amounts were outstanding under the loan and servicing agreement.

In addition to the financial covenant required by the $500 million multi-currency revolving credit facility, discussed above, Snap-on's debt agreements and credit facilities, including the $200 million loan and servicing agreement, also contain certain usual and customary borrowing, affirmative, negative and maintenance covenants. As of March 31, 2012, Snap-on was in compliance with all covenants of its debt agreements and credit facilities.

Note 8: Financial Instruments

Derivatives: All derivative instruments are reported in the Condensed Consolidated Financial Statements at fair value. Changes in the fair value of derivatives are recorded each period in earnings or on the accompanying Condensed Consolidated Balance Sheets, depending on whether the derivative is designated and effective as part of a hedged transaction. Gains or losses on derivative instruments recorded in "Accumulated other comprehensive income (loss)" ("Accumulated OCI") must be reclassified to earnings in the period in which earnings are affected by the underlying hedged item and the ineffective portion of all hedges must be recognized in earnings in the period that such portion is determined to be ineffective.

The criteria used to determine if hedge accounting treatment is appropriate are (i) the designation of the hedge to an underlying exposure; (ii) whether or not overall risk is being reduced; and (iii) if there is a correlation between the value of the derivative instrument and the underlying hedged item. On the date a derivative contract is entered into, Snap-on designates the derivative as a fair value hedge, a cash flow hedge, a hedge of a net investment in a foreign operation, or a natural hedging instrument whose change in fair value is recognized as an economic hedge against changes in the values of the hedged item. Snap-on does not use derivative instruments for speculative or trading purposes.

The company is exposed to global market risks, including the effect of changes in foreign currency exchange rates and interest rates, and therefore uses derivatives to manage financial exposures that occur in the normal course of business. The primary risks managed by using derivative instruments are foreign currency risk and interest rate risk.

Foreign Currency Risk Management: Snap-on has significant international operations and is subject to certain risks inherent with foreign operations that include currency fluctuations and restrictions on the movement of funds. Foreign currency exchange risk exists to the extent that Snap-on has payment obligations or receipts denominated in currencies other than the functional currency, including intercompany loans denominated in foreign currencies. To manage these exposures, Snap-on identifies naturally offsetting positions and then purchases hedging instruments to protect the residual net exposures. Snap-on manages most of these exposures on a consolidated basis, which allows for netting of certain exposures to take advantage of natural offsets. Foreign currency forward contracts ("foreign currency forwards") are used to hedge the net exposures. Gains or losses on net foreign currency hedges are intended to offset losses or gains on the underlying net exposures in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates. Snap-on's foreign currency forwards are typically not designated as hedges. The fair value changes of these contracts are reported in earnings as foreign exchange gain or loss, which is included in "Other income (expense) – net" on the accompanying Condensed Consolidated Statements of Earnings.

At March 31, 2012, Snap-on had $197.2 million of net foreign exchange forward buy contracts outstanding comprised of buy contracts of $85.4 million in euros, $66.0 million in Swedish kronor, $37.9 million in British pounds, $35.9 million in Australian dollars, $22.0 million in Singapore dollars, $6.4 million in Hong Kong Dollars, $5.4 million in Norwegian kroner, $4.2 million in South Korean won, and $5.5 million in other currencies, and sell contracts comprised of $54.5 million in

Canadian dollars, $10.8 million in Japanese yen, $4.1 million in Turkish lira, and $2.1 million in other currencies. At December 31, 2011, Snap-on had $183.8 million of net foreign currency forward buy contracts outstanding comprised of buy contracts including $85.2 million in euros, $59.8 million in Swedish kronor, $35.3 million in British pounds, $32.4 million in Australian dollars, $18.8 million in Singapore dollars, $6.1 million in Hong Kong dollars, $5.7 million in Norwegian kroner, $4.1 million in South Korean won, $4.1 million in Danish kroner, and $2.3 million in Chilean pesos, and sell contracts including $51.1 million in Canadian dollars, $12.3 million in Japanese yen, $3.6 million in Turkish lira, and $3.0 million in other currencies.

Interest Rate Risk Management: Snap-on aims to control funding costs by managing the exposure created by the differing maturities and interest rate structures of Snap-on's assets and liabilities through the use of interest rate swap agreements. Treasury lock agreements are used to manage potential changes in interest rates in anticipation of the issuance or sale of certain financial instruments.

Interest Rate Swap Agreements: Snap-on enters into interest rate swap agreements ("interest rate swaps") to manage risks associated with changing interest rates related to the company's fixed rate borrowings. Interest rate swaps are accounted for as fair value hedges. The differentials paid or received on interest rate swaps are recognized as adjustments to "Interest expense" on the accompanying Consolidated Statements of Earnings. The effective portion of the change in fair value of the derivative is recorded in "Current maturities of long-term debt" or "Long-term debt" on the accompanying Condensed Consolidated Balance Sheets, while any ineffective portion is recorded as an adjustment to "Interest expense" on the accompanying Condensed Consolidated Statements of Earnings. The notional amount of interest rate swaps outstanding and designated as fair value hedges was $100.0 million as of both March 31, 2012, and December 31, 2011.

Treasury Lock Agreements: Snap-on enters into treasury lock agreements ("treasury locks") to manage the potential change in interest rates in anticipation of issuing fixed rate debt. Treasury locks are accounted for as cash flow hedges. The effective differentials paid or received on treasury locks related to the anticipated issuance of fixed rate debt are recognized as adjustments to "Interest expense" on the accompanying Condensed Consolidated Statements of Earnings. There were no treasury locks outstanding as of March 31, 2012, or December 31, 2011, and there were no treasury locks settled during either of the first quarters of 2012 or 2011.

Fair Value Measurements: Snap-on has derivative assets and liabilities that are measured at Level 2 fair value on a recurring basis. The fair value of derivative instruments, including interest rate swaps and foreign currency forwards, included within the Condensed Consolidated Balance Sheets as of March 31, 2012, and December 31, 2011, are as follows:

		March 31, 2012		December 31, 2011	
(Amounts in millions)	Balance Sheet Presentation	Asset Derivatives Fair Value	Liability Derivatives Fair Value	Asset Derivatives Fair Value	Liability Derivatives Fair Value
Derivatives Designated as Hedging Instruments:					
Interest rate swaps	Other assets	$ 15.7	$ –	$ 19.0	$ –
Derivatives Not Designated as Hedging Instruments:					
Foreign currency forwards	Prepaid expenses and other assets	$ 9.7	$ –	$ 4.3	$ –
Foreign currency forwards	Other accrued liabilities	–	3.0	–	11.0
Total		$ 9.7	$ 3.0	$ 4.3	$ 11.0
Total derivatives instruments		$ 25.4	$ 3.0	$ 23.3	$ 11.0

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. Level 2 fair value measurements for derivative assets and liabilities are measured using quoted prices in active markets for similar assets and liabilities. Interest rate swaps are valued based on the six-month LIBOR swap rate for similar instruments. Foreign currency forwards are valued based on exchange rates quoted by domestic and foreign banks for similar instruments. The company did not have any assets or liabilities measured at Level 1 or Level 3, or implement any changes in its valuation techniques as of and for the quarter ended March 31, 2012.

The effect of derivative instruments designated as fair value hedges as included in the Condensed Consolidated Statements of Earnings is as follows:

		Effective Portion of Gain / (Loss) Recognized in Income Three months ended	
(Amounts in millions)	Statement of Earnings Presentation	March 31, 2012	April 2, 2011
Derivatives Designated as Fair Value Hedges:			
Interest rate swaps	Interest expense	$ 0.8	$ 1.5

The effects of derivative instruments designated as cash flow hedges as included in Accumulated OCI on the Condensed Consolidated Balance Sheets and the Condensed Consolidated Statements of Earnings are as follows:

	Effective Portion of Gain / (Loss) Recognized in Accumulated OCI Three months ended			Effective Portion of Gain / (Loss) Reclassified from Accumulated OCI into Income Three months ended	
(Amounts in millions)	March 31, 2012	April 2, 2011	Statement of Earnings Presentation	March 31, 2012	April 2, 2011
Derivatives Designated as Cash Flow Hedges:					
Treasury locks	$ –	$ –	Interest expense	$ 0.1	$ 0.1

The following table represents the effect of derivative instruments not designated as hedging instruments as included in the Condensed Consolidated Statements of Earnings:

		Gain / (Loss) Recognized in Income Three months ended	
(Amounts in millions)	Statement of Earnings Presentation	March 31, 2012	April 2, 2011
Derivatives Not Designated as Hedging Instruments:			
Foreign currency forwards	Other income (expense) – net	$ 5.9	$ 19.0

Snap-on's foreign currency forwards, as discussed above, are typically not designated as hedges for financial reporting purposes. The fair value changes of derivatives not designated as hedging instruments are reported in earnings as foreign exchange gain or loss in "Other income (expense) – net" on the accompanying Condensed Consolidated Statements of Earnings. The $5.9 million derivative gain recognized in the first quarter of 2012 was more than offset by transaction losses on net exposures of $6.5 million, resulting in a net foreign exchange loss of $0.6 million. The $19.0 million derivative gain recognized in the first quarter of 2011 was mostly offset by transaction losses on net exposures of $18.6 million, resulting in a net foreign exchange gain of $0.4 million. The resulting net foreign exchange gains and losses are included in “Other income (expense) – net” on the accompanying Condensed Consolidated Statements of Earnings. See Note 14 for additional information on “Other income (expense) – net.”

As of March 31, 2012, the maximum maturity date of any fair value hedge was 10 years. During the next 12 months, Snap-on expects to reclassify into earnings net gains from Accumulated OCI of approximately $0.3 million after tax at the time the underlying hedge transactions are realized.

See the accompanying Condensed Consolidated Statements of Comprehensive Income for additional information on changes in comprehensive income.

Counterparty Risk: Snap-on is exposed to credit losses in the event of non-performance by the counterparties to its interest rate swaps and foreign currency forwards. Snap-on does not obtain collateral or other security to support financial instruments subject to credit risk, but monitors the credit standing of the counterparties and enters into agreements only with financial institution counterparties with a credit rating of A- or better. Snap-on does not anticipate non-performance by its counterparties, but cannot provide assurances.

Fair Value of Financial Instruments: The fair values of financial instruments that do not approximate the carrying values in the financial statements are as follows:

	March 31, 2012		December 31, 2011	
(Amounts in millions)	Carrying Value	Fair Value	Carrying Value	Fair Value
Finance receivables – net	$ 736.9	$ 849.4	$ 709.0	$ 815.0
Contract receivables – net	219.7	253.1	214.8	246.7
Long-term debt and notes payable and current maturities of long-term debt	979.5	1,111.0	984.1	1,101.5

The following methods and assumptions were used in estimating the fair value of financial instruments:

- Finance and contract receivables include both short-term and long-term receivables. The fair value of finance and contract receivables was estimated, using Level 2 fair value measurements, based on a discounted cash flow analysis that was performed over the average life of the financing receivables using a current market discount rate of a similar term adjusted for credit quality.

- Fair value of long-term debt and current maturities of long-term debt was estimated, using Level 2 fair value measurements, based on quoted market values of Snap-on’s publicly traded senior debt. The carrying value of long-term debt and current maturities of long-term debt includes adjustments related to fair value hedges. The fair value of notes payable approximates such instruments’ carrying value due to their short-term nature.

- The fair value of all other financial instruments including cash equivalents, trade and other accounts receivable, accounts payable and other financial instruments approximates such instruments’ carrying value due to their short-term nature.

Note 9: Pension Plans

Snap-on's net pension expense included the following components:

(Amounts in millions)	Three Months Ended March 31, 2012	Three Months Ended April 2, 2011
Service cost	$ 5.3	$ 4.7
Interest cost	12.8	13.3
Expected return on plan assets	(16.1)	(14.6)
Actuarial loss	9.8	7.6
Prior service cost	0.3	0.3
Net pension expense	$ 12.1	$ 11.3

Snap-on intends to make contributions of $12.6 million to its foreign pension plans in 2012, as required by law. On March 1, 2012, Snap-on made a $25.0 million cash contribution to its domestic pension plans that included (i) an $18.3 million 2012 contribution required by law and (ii) a $6.7 million discretionary cash contribution; depending on market and other conditions, Snap-on may elect to make additional discretionary cash contributions to its domestic pension plans in 2012.

Note 10: Postretirement Health Care Plans

Snap-on's net postretirement health care expense included the following components:

(Amounts in millions)	Three Months Ended March 31, 2012	Three Months Ended April 2, 2011
Service cost	$ –	$ 0.1
Interest cost	0.7	0.8
Expected return on plan assets	(0.3)	(0.3)
Net postretirement expense	$ 0.4	$ 0.6

Note 11: Stock-Based Compensation

On April 28, 2011, shareholders approved the 2011 Incentive Stock and Awards Plan (the "2011 Plan"), which replaced the 2001 Incentive Stock and Awards Plan (the "2001 Plan"). The 2011 Plan, like the 2001 Plan, provides for the grant of stock options, performance awards, stock appreciation rights ("SARs") and restricted stock awards (which may be designated as "restricted stock units" or "RSUs"). No further grants will be made under the 2001 Plan, although outstanding awards will continue until exercised, vested or expired. As of March 31, 2012, the 2011 Plan had 3,952,298 shares available for future grants. The company uses treasury stock to deliver shares under the Plans.

Net stock-based compensation expense was $8.7 million and $5.9 million for the three month periods ended March 31, 2012, and April 2, 2011, respectively. Cash received from option exercises during the three month periods ended March 31, 2012, and April 2, 2011, was $13.3 million and $11.8 million, respectively. The tax benefit realized from the exercise of share-based payment arrangements was $3.6 million and $2.2 million for the three month periods ended March 31, 2012, and April 2, 2011, respectively.

Stock Options

Stock options are granted with an exercise price equal to the market value of a share of common stock on the date of grant and have a contractual term of ten years. Stock option grants vest ratably on the first, second and third anniversaries of the date of grant.

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes valuation model. The company uses historical data regarding stock option exercise behaviors for different participating groups to estimate the period of time that options granted are expected to be outstanding. Expected volatility is based on the historical volatility of the company's stock for the length of time corresponding to the expected term of the option. The expected dividend yield is based on the company's historical dividend payments. The risk-free interest rate is based on the U.S. treasury yield curve on the grant date for the expected term of the option. The following weighted-average assumptions were used in calculating the fair value of stock options granted during the three month periods ended March 31, 2012, and April 2, 2011, using the Black-Scholes valuation model:

	Three Months Ended	
	March 31, 2012	April 2, 2011
Expected term of option *(in years)*	5.37	5.89
Expected volatility factor	36.92%	34.18%
Expected dividend yield	2.72%	2.72%
Risk-free interest rate	0.82%	2.33%

A summary of stock option activity as of and for the three month period ended March 31, 2012, is presented below:

	Shares *(in thousands)*	Exercise Price Per Share (*)	Remaining Contractual Term (*) *(in years)*	Aggregate Intrinsic Value *(in millions)*
Outstanding at December 31, 2011	2,533	$ 45.07		
Granted	607	60.00		
Exercised	(328)	39.15		
Forfeited or expired	(15)	55.86		
Outstanding at March 31, 2012	2,797	48.95	7.35	$ 33.6
Exercisable at March 31, 2012	1,632	43.45	6.00	28.6

* Weighted-average

The weighted-average grant date fair value of options granted during the three month periods ended March 31, 2012, and April 2, 2011, was $15.46 and $15.80, respectively. The intrinsic value of options exercised during the three month periods ended March 31, 2012, and April 2, 2011, was $6.7 million and $5.7 million, respectively. The fair value of stock options vested was $5.6 million and $4.4 million during the three month periods ended March 31, 2012, and April 2, 2011, respectively.

As of March 31, 2012, there was $16.1 million of unrecognized compensation cost related to non-vested stock option compensation arrangements that is expected to be recognized as a charge to earnings over a weighted-average period of 2.3 years.

Performance Awards

Performance awards, which are granted as performance share units and performance-based RSUs, are earned and expensed using the fair value of the award over a contractual term of three years based on the company's performance. Vesting of the performance awards is dependent upon performance relative to pre-defined goals for revenue growth and return on net assets for the applicable performance period. For performance achieved above a certain level, the recipient may earn additional shares of stock, not to exceed 100% of the number of performance awards initially granted.

The performance share units have a three year performance period based on the results of the consolidated financial metrics of the company. The performance-based RSUs have a one year performance period based on the results of the consolidated financial metrics of the company followed by a two year cliff vesting schedule.

The fair value of these awards is estimated on the date of grant using the Black-Scholes valuation model. The company uses the vesting period of the performance awards as the expected term of the awards granted. Expected volatility is based on the historical volatility of the company's stock for the length of time corresponding to the expected term of the performance award. The risk-free interest rate is based on the U.S. treasury yield curve on the grant date for the length of time corresponding to the expected term of the performance award. The following weighted-average assumptions were used in calculating the fair value of performance awards granted during the three month periods ended March 31, 2012, and April 2, 2011, using the Black-Scholes valuation model:

	Three Months Ended	
	March 31, 2012	April 2, 2011
Expected term of performance award *(in years)*	3.0	3.0
Expected volatility factor	34.42%	40.41%
Risk-free interest rate	0.35%	1.34%

The weighted-average grant date fair value of performance awards granted during the three month periods ended March 31, 2012, and April 2, 2011, was $60.00 and $58.94, respectively. Performance awards for 53,990 shares were paid out during the three month period ended March 31, 2012; no performance awards were paid out during the three month period ended April 2, 2011. As performance awards generally vest only at the end of the performance period, no shares vested during the three month periods ended March 31, 2012, and April 2, 2011.

Based on the company's 2011 performance, 159,770 RSUs granted in 2011 were earned; assuming continued employment, these RSUs will vest at the end of fiscal 2013. Based on the company's 2010 performance, 169,921 RSUs granted in 2010 were earned; assuming continued employment, these RSUs will vest at the end of fiscal 2012. As a result of employee retirements, a total of 2,706 of the RSUs earned in 2010 vested pursuant to the terms of the related award agreements and were paid out in the first quarter of 2011.

The changes to the company's non-vested performance awards during the three month period ended March 31, 2012, are as follows:

	Awards *(in thousands)*	Fair Value (*)
Non-vested performance awards at December 31, 2011	707	$ 48.87
Granted	218	60.00
Vested	–	–
Cancellations	–	–
Non-vested performance awards at March 31, 2012	925	48.56

* Weighted-average

As of March 31, 2012, there was $26.7 million of unrecognized compensation cost related to non-vested performance awards that is expected to be recognized as a charge to earnings over a weighted-average period of 2.1 years.

Stock Appreciation Rights ("SARs")

The company also issues SARs to certain key non-U.S. employees. SARs are granted with an exercise price equal to the market value of a share of Snap-on's common stock on the date of grant and have a contractual term of ten years and vest ratably on the first, second and third anniversaries of the date of grant. SARs provide for the cash payment of the excess of the fair market value of Snap-on's common stock price on the date of exercise over the grant price. SARs have no effect on dilutive shares or shares outstanding as any appreciation of Snap-on's common stock value over the grant price is paid in cash and not in common stock.

The fair value of SARs is revalued (mark-to-market) each reporting period using the Black-Scholes valuation model based on Snap-on's period-end stock price. The company uses historical data regarding SARs exercise behaviors for different participating groups to estimate the expected term of the SARs granted based on the period of time that similar instruments granted are expected to be outstanding. Expected volatility is based on the historical volatility of the company's stock for the length of time corresponding to the expected term of the SARs. The expected dividend yield is based on the company's historical dividend payments. The risk-free interest rate is based on the U.S. treasury yield curve in effect as of the reporting date for the length of time corresponding to the expected term of the SARs. The following weighted-average assumptions were used in calculating the fair value of SARs granted during the three month periods ended March 31, 2012, and April 2, 2011, using the Black-Scholes valuation model:

	Three Months Ended	
	March 31, 2012	April 2, 2011
Expected term of SARs *(in years)*	5.16	5.54
Expected volatility factor	37.54%	34.99%
Expected dividend yield	2.72%	2.72%
Risk-free interest rate	1.04%	2.24%

The total intrinsic value of SARs exercised during the three month periods ended March 31, 2012, and April 2, 2011, was $1.3 million and $1.4 million, respectively. The total fair value of SARs vested during the three month periods ended March 31, 2012, and April 2, 2011, was $2.3 million and $2.5 million, respectively.

Changes to the company's non-vested SARs during the three month period ended March 31, 2012, are as follows:

	SARs *(in thousands)*	Fair Value (*)
Non-vested SARs at December 31, 2011	232	$ 13.56
Granted	125	16.28
Vested	(109)	21.54
Cancellations	(1)	–
Non-vested SARs at March 31, 2012	247	16.79

* Weighted-average

As of March 31, 2012, there was $4.2 million of unrecognized compensation cost related to non-vested SARs that is expected to be recognized as a charge to earnings over a weighted-average period of 2.2 years.

Note 12: Earnings Per Share

The shares used in the computation of the company's basic and diluted earnings per common share are as follows:

	Three Months Ended	
	March 31, 2012	April 2, 2011
Weighted-average common shares outstanding	58,172,127	58,181,586
Dilutive effect of stock-based instruments	600,484	549,817
Weighted-average common shares outstanding, assuming dilution	58,772,611	58,731,403

The dilutive effect of the potential exercise of outstanding stock-based instruments to purchase common shares is calculated using the treasury stock method. Options to purchase 1,174,721 shares and 593,638 shares of Snap-on common stock for the three month periods ended March 31, 2012, and April 2, 2011, respectively, were not included in the computations of diluted earnings per share as the exercise price of the options was greater than the average market price of the common stock for the respective periods and the effect on earnings per share would be anti-dilutive.

Note 13: Commitments and Contingencies

Snap-on provides product warranties for specific product lines and accrues for estimated future warranty cost in the period in which the sale is recorded. Snap-on calculates its accrual requirements based on historic warranty loss experience that is periodically adjusted for recent actual experience, including the timing of claims during the warranty period and actual costs incurred. Snap-on's product warranty accrual activity for the three month periods ended March 31, 2012, and April 2, 2011, is as follows:

	Three Months Ended	
(Amounts in millions)	March 31, 2012	April 2, 2011
Warranty accrual:		
Beginning of period	$ 18.6	$ 16.9
Additions	2.8	2.8
Usage	(2.9)	(3.0)
End of period	$ 18.5	$ 16.7

Snap-on has credit risk exposure for certain SOC-originated contracts with recourse provisions related to franchisee van loans sold by SOC; as of both March 31, 2012, and December 31, 2011, $13.9 million of franchisee loans contain a recourse provision to Snap-on if the loans become more than 90 days past due. The asset value of the collateral underlying these recourse loans would serve to mitigate Snap-on's loss in the event of default. The estimated fair value of the guarantees for all loan originations with recourse as of March 31, 2012, was not material.

Snap-on is involved in various legal matters that are being litigated and/or settled in the ordinary course of business. Although it is not possible to predict the outcome of these legal matters, management believes that the results of these legal matters will not have a material impact on Snap-on's consolidated financial position, results of operations or cash flows.

Note 14: Other Income (Expense) – Net

"Other income (expense) – net" on the accompanying Condensed Consolidated Statements of Earnings consists of the following:

	Three Months Ended	
(Amounts in millions)	March 31, 2012	April 2, 2011
Interest income	$ 0.2	$ 0.4
Foreign exchange (loss) gain	(0.6)	0.4
Total other income (expense) – net	$ (0.4)	$ 0.8

Note 15: Segments

Snap-on's business segments are based on the organization structure used by management for making operating and investment decisions and for assessing performance. Snap-on's reportable business segments are: (i) the Commercial & Industrial Group; (ii) the Snap-on Tools Group; (iii) the Repair Systems & Information Group; and (iv) Financial Services. The Commercial & Industrial Group consists of business operations serving a broad range of industrial and commercial customers worldwide, primarily through direct and distributor channels. The Snap-on Tools Group consists of business operations primarily serving automotive service technicians through the company's worldwide mobile tool distribution channel. The Repair Systems & Information Group consists of business operations serving other professional vehicle repair customers, primarily owners and managers of independent repair shops and original equipment manufacturer (OEM) dealership service and repair shops, through direct and distributor channels. Financial Services consists of the business operations of Snap-on's wholly-owned finance subsidiaries.

Snap-on evaluates the performance of its operating segments based on segment revenues, including both external and intersegment net sales, and segment operating earnings. Snap-on accounts for intersegment sales and transfers based primarily on standard costs with reasonable mark-ups established between the segments. Identifiable assets by segment are those assets used in the respective reportable segment's operations. Corporate assets consist of cash and cash equivalents (excluding cash held at Financial Services), deferred income taxes, pension assets and certain other assets. All significant intersegment amounts are eliminated to arrive at Snap-on's consolidated financial results.

Financial data by segment was as follows:

(Amounts in millions)	Three Months Ended March 31, 2012	Three Months Ended April 2, 2011
Net sales:		
Commercial & Industrial Group	$ 286.5	$ 272.4
Snap-on Tools Group	316.6	282.0
Repair Systems & Information Group	226.1	227.0
Segment net sales	829.2	781.4
Intersegment eliminations	(94.0)	(87.7)
Total net sales	$ 735.2	$ 693.7
Financial services revenue	38.0	25.8
Total revenues	$ 773.2	$ 719.5
Operating earnings:		
Commercial & Industrial Group	$ 29.2	$ 31.6
Snap-on Tools Group	46.1	37.1
Repair Systems & Information Group	48.6	42.8
Financial Services	23.9	12.5
Segment operating earnings	147.8	124.0
Corporate	(26.4)	(24.2)
Operating earnings	$ 121.4	$ 99.8
Interest expense	(13.9)	(16.3)
Other income (expense) – net	(0.4)	0.8
Earnings before income taxes and equity earnings	$ 107.1	$ 84.3

(Amounts in millions)	March 31, 2012	December 31, 2011
Assets:		
Commercial & Industrial Group	$ 922.6	$ 919.3
Snap-on Tools Group	493.7	463.7
Repair Systems & Information Group	940.2	944.2
Financial Services	960.6	923.8
Total assets from reportable segments	$ 3,317.1	3,251.0
Corporate	445.1	470.1
Elimination of intersegment receivables	(52.3)	(48.2)
Total assets	$ 3,709.9	$ 3,672.9

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

Caution Regarding Forward-Looking Statements:

Statements in this document that are not historical facts, including statements that (i) are in the future tense; (ii) include the words "expects," "plans," "targets," "estimates," "believes," "anticipates," or similar words that reference Snap-on Incorporated ("Snap-on" or "the company") or its management; (iii) are specifically identified as forward-looking; or (iv) describe Snap-on's or management's future outlook, plans, estimates, objectives or goals, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Snap-on cautions the reader that any forward-looking statements included in this document that are based upon assumptions and estimates were developed by management in good faith and are subject to risks, uncertainties or other factors that could cause (and in some cases have caused) actual results to differ materially from those described in any such statement. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results or regarded as a representation by the company or its management that the projected results will be achieved. For those forward-looking statements, Snap-on cautions the reader that numerous important factors, such as those listed below, as well as those factors discussed in its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which are incorporated herein by reference, could affect the company's actual results and could cause its actual consolidated results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, Snap-on.

These risks and uncertainties include, without limitation, uncertainties related to estimates, statements, assumptions and projections generally, and the timing and progress with which Snap-on can attain value through its Snap-on Value Creation Processes, including its ability to realize efficiencies and savings from its rapid continuous improvement and other cost reduction initiatives, improve workforce productivity, implement reductions in workforce, achieve improvements in the company's manufacturing footprint and greater efficiencies in its supply chain, and enhance machine maintenance, plant productivity and manufacturing line set-up and change-over practices, any or all of which could result in production inefficiencies, higher costs and/or lost revenues. These risks also include uncertainties related to Snap-on's capability to implement future strategies with respect to its existing businesses, its ability to refine its brand and franchise strategies, retain and attract franchisees, further enhance service and value to franchisees and thereby help improve their sales and profitability, introduce successful new products, successfully pursue, complete and integrate acquisitions, as well as its ability to withstand disruption arising from natural disasters, planned facility closures or other labor interruptions, the effects of external negative factors, including continuing uncertainty in world financial markets, weakness in certain areas of the global economy, and significant changes in the current competitive environment, inflation, interest rates and other monetary and market fluctuations, changes in tax rates and regulations, and the impact of energy and raw material supply and pricing, including steel and gasoline, the amount, rate and growth of Snap-on's general and administrative expenses, including health care and postretirement costs (resulting from, among other matters, U.S. health care legislation and reforms), continuing and potentially increasing required contributions to pension and postretirement plans, the impacts of non-strategic business and/or product line rationalizations, and the effects on business as a result of new legislation and regulations, risks associated with technological systems and protections, and other world or local events outside Snap-on's control, including terrorist disruptions. Snap-on disclaims any responsibility to update any forward-looking statement provided in this document, except as required by law.

In addition, investors should be aware that generally accepted accounting principles in the United States of America ("U.S. GAAP") prescribe when a company should reserve for particular risks, including litigation exposures. Accordingly, results for a given reporting period could be significantly affected if and when a reserve is established for a major contingency. Reported results, therefore, may appear to be volatile in certain accounting periods.

RESULTS OF OPERATIONS

Results of operations for the three month periods ended March 31, 2012, and April 2, 2011, are as follows:

	Three Months Ended					
(Amounts in millions)	March 31, 2012		April 2, 2011		Change	
Net sales	$ 735.2	100.0%	$ 693.7	100.0%	$ 41.5	6.0%
Cost of goods sold	(387.5)	-52.7%	(363.1)	-52.3%	(24.4)	-6.7%
Gross profit	347.7	47.3%	330.6	47.7%	17.1	5.2%
Operating expenses	(250.2)	-34.0%	(243.3)	-35.1%	(6.9)	-2.8%
Operating earnings before financial services	97.5	13.3%	87.3	12.6%	10.2	11.7%
Financial services revenue	38.0	100.0%	25.8	100.0%	12.2	47.3%
Financial services expenses	(14.1)	-37.1%	(13.3)	-51.6%	(0.8)	-6.0%
Operating earnings from financial services	23.9	62.9%	12.5	48.4%	11.4	91.2%
Operating earnings	121.4	15.7%	99.8	13.9%	21.6	21.6%
Interest expense	(13.9)	-1.8%	(16.3)	-2.3%	2.4	14.7%
Other income (expense) – net	(0.4)	–	0.8	0.1%	(1.2)	NM
Earnings before income taxes and equity earnings	107.1	13.9%	84.3	11.7%	22.8	27.0%
Income tax expense	(35.2)	-4.6%	(27.2)	-3.8%	(8.0)	-29.4%
Earnings before equity earnings	71.9	9.3%	57.1	7.9%	14.8	25.9%
Equity earnings, net of tax	1.1	0.1%	0.9	0.2%	0.2	22.2%
Net earnings	73.0	9.4%	58.0	8.1%	15.0	25.9%
Net earnings attributable to noncontrolling interests	(2.0)	-0.2%	(1.8)	-0.3%	(0.2)	-11.1%
Net earnings attributable to Snap-on Inc.	$ 71.0	9.2%	$ 56.2	7.8%	$ 14.8	26.3%

NM: Not meaningful

Percentage Disclosure: All income statement line item percentages below "Operating earnings from financial services" are calculated as a percentage of the sum of Net sales and Financial services revenue.

Net sales of $735.2 million in the first quarter of 2012 increased $41.5 million, or 6.0%, from 2011 levels; excluding $6.7 million of unfavorable foreign currency translation, organic sales in the quarter increased $48.2 million, or 7.0%. Snap-on has significant international operations and is subject to certain risks inherent with foreign operations, including foreign currency translation fluctuations.

First quarter gross profit of $347.7 million in 2012 increased $17.1 million, or 5.2%, as compared to $330.6 million in 2011. As a percentage of sales, gross margin of 47.3% in the first quarter of 2012 declined 40 basis points (100 basis points equals 1.0 percent) from 47.7% last year primarily due to continued margin pressure in our European-based hand tools business. These gross margin decreases were partially offset by contributions from ongoing rapid continuous improvement and other cost reduction actions, including benefits from restructuring (collectively, "RCI initiatives"), and lower year-over-year restructuring costs. Restructuring costs included in gross profit totaled $0.4 million in the first quarter of 2012 as compared to $2.5 million last year.

First quarter operating expenses of $250.2 million in 2012 increased $6.9 million, or 2.8%, as compared to $243.3 million in 2011. As a percentage of sales, operating expenses of 34.0% in 2012 improved 110 basis points from 35.1% last year primarily due to benefits from sales volume leverage and savings from RCI initiatives. These improvements were partially offset by higher stock-based (mark-to-market) and performance-based compensation expense and $3.1 million of higher restructuring costs. Restructuring costs in operating expenses totaled $3.6 million in the first quarter of 2012 as compared to $0.5 million last year.

Operating earnings before financial services of $97.5 million in the first quarter of 2012 increased $10.2 million, or 11.7%, as compared to $87.3 million last year. As a percentage of sales, operating earnings before financial services in the first quarter improved from 12.6% last year to 13.3% this year.

Operating earnings from financial services were $23.9 million on revenue of $38.0 million in the first quarter of 2012, as compared with operating earnings of $12.5 million on revenue of $25.8 million last year. The year-over-year increase in both revenue and operating earnings primarily reflects the growth in the company's on-book finance portfolio.

Operating earnings of $121.4 million in the first quarter of 2012 increased $21.6 million, or 21.6%, from $99.8 million last year. As a percentage of revenues (net sales plus financial services revenue), operating earnings in the first quarter of 2012 improved 180 basis points to 15.7% as compared to 13.9% last year.

Interest expense of $13.9 million in the first quarter of 2012 decreased $2.4 million from the comparable prior-year period primarily due to lower average debt levels. See Note 7 to the Condensed Consolidated Financial Statements for information on Snap-on's debt and credit facilities.

Other income (expense) – net in the first quarters of 2012 and 2011 was expense of $0.4 million and income of $0.8 million, respectively. Other income (expense) – net primarily includes interest income and hedging and currency exchange rate transaction gains and losses. See Note 14 to the Condensed Consolidated Financial Statements for information on other income (expense) – net.

Snap-on's effective income tax rate on earnings attributable to Snap-on was 33.5% in the first quarter of 2012 and 33.0% in the first quarter of 2011. See Note 6 to the Condensed Consolidated Financial Statements for information on income taxes.

Net earnings attributable to Snap-on in the first quarter of 2012 were $71.0 million, or $1.21 per diluted share, as compared with $56.2 million, or $0.96 per diluted share, in the first quarter of 2011.

Exit and Disposal Activities

Snap-on recorded exit and disposal costs of $4.0 million and $3.0 million in the first quarters of 2012 and 2011, respectively. See Note 5 to the Condensed Consolidated Financial Statements for information on Snap-on's exit and disposal activities.

Segment Results

Snap-on's business segments are based on the organization structure used by management for making operating and investment decisions and for assessing performance. Snap-on's reportable business segments are: (i) the Commercial & Industrial Group; (ii) the Snap-on Tools Group; (iii) the Repair Systems & Information Group; and (iv) Financial Services. The Commercial & Industrial Group consists of business operations serving a broad range of industrial and commercial customers worldwide, primarily through direct and distributor channels. The Snap-on Tools Group consists of business operations primarily serving automotive service technicians through the company's worldwide mobile tool distribution channel. The Repair Systems & Information Group consists of business operations serving other professional vehicle repair customers, primarily owners and managers of independent repair shops and OEM dealership service and repair shops, through direct and distributor channels. Financial Services consists of the business operations of Snap-on's wholly-owned finance subsidiaries.

Snap-on evaluates the performance of its operating segments based on segment revenues, including both external and intersegment net sales, and segment operating earnings. Snap-on accounts for intersegment sales and transfers based primarily on standard costs with reasonable mark-ups established between the segments. Identifiable assets by segment are those assets used in the respective reportable segment's operations. Corporate assets consist of cash and cash equivalents (excluding cash held at Financial Services), deferred income taxes, pension assets and certain other assets. All significant intersegment amounts are eliminated to arrive at Snap-on's consolidated financial results.

Commercial & Industrial Group

	Three Months Ended					
(Amounts in millions)	March 31, 2012		April 2, 2011		Change	
External net sales	$ 239.3	83.5%	$ 229.9	84.4%	$ 9.4	4.1%
Intersegment net sales	47.2	16.5%	42.5	15.6%	4.7	11.1%
Segment net sales	286.5	100.0%	272.4	100.0%	14.1	5.2%
Cost of goods sold	(184.5)	-64.4%	(168.8)	-62.0%	(15.7)	-9.3%
Gross profit	102.0	35.6%	103.6	38.0%	(1.6)	-1.5%
Operating expenses	(72.8)	-25.4%	(72.0)	-26.4%	(0.8)	-1.1%
Segment operating earnings	$ 29.2	10.2%	$ 31.6	11.6%	$ (2.4)	-7.6%

Segment net sales of $286.5 million in the first quarter of 2012 increased $14.1 million, or 5.2%, from 2011 levels. Excluding $3.1 million of unfavorable foreign currency translation, organic sales increased $17.2 million, or 6.4%, primarily as a result of double-digit sales increases across the majority of the segment's businesses serving customers in emerging markets and critical industries. These year-over-year sales increases were partially offset by a mid single-digit sales decline in the segment's European-based hand tools business, particularly as a result of further weakness in southern Europe.

Segment gross profit of $102.0 million in the first quarter of 2012 decreased $1.6 million from 2011 levels. As a percentage of sales, gross margin of 35.6% in the quarter decreased 240 basis points from 38.0% last year, primarily due to continued margin pressure in our European-based hand tools business partially offset by savings from ongoing RCI initiatives.

Segment operating expenses of $72.8 million in the first quarter of 2012 increased $0.8 million from 2011 levels. As a percentage of sales, operating expenses of 25.4% in 2012 improved 100 basis points from 26.4% last year primarily due to benefits from sales volume leverage partially offset by $3.4 million of higher restructuring costs, primarily to improve the segment's cost structure in Europe.

As a result of these factors, segment operating earnings of $29.2 million in the first quarter of 2012 decreased $2.4 million, or 7.6%, from 2011 levels, including $0.2 million of unfavorable foreign currency effects. As a percentage of segment net sales, operating earnings for the Commercial & Industrial Group of 10.2% in the first quarter of 2012 declined 140 basis points from 11.6% in the first quarter of 2011.

Snap-on Tools Group

(Amounts in millions)	Three Months Ended March 31, 2012		April 2, 2011		Change	
Segment net sales	$ 316.6	100.0%	$ 282.0	100.0%	$ 34.6	12.3%
Cost of goods sold	(177.6)	-56.1%	(157.1)	-55.7%	(20.5)	-13.0%
Gross profit	139.0	43.9%	124.9	44.3%	14.1	11.3%
Operating expenses	(92.9)	-29.3%	(87.8)	-31.1%	(5.1)	-5.8%
Segment operating earnings	$ 46.1	14.6%	$ 37.1	13.2%	$ 9.0	24.3%

Segment net sales of $316.6 million in the first quarter of 2012 increased $34.6 million, or 12.3%, from 2011 levels. Excluding $0.4 million of unfavorable foreign currency translation, organic sales increased $35.0 million, or 12.4%, year over year, primarily due to continued higher sales in the United States.

Segment gross profit of $139.0 million in the first quarter of 2012 increased $14.1 million from 2011 levels; as a percentage of sales, gross margin of 43.9% in the quarter compared with 44.3% last year. Gross margin in the first quarter of 2011 benefited from favorable manufacturing utilization associated with the anticipated consolidation of the company's North American tool storage operations. In 2011, Snap-on closed its Newmarket, Canada, tool storage facility and consolidated its North American tool storage operations into its existing Algona, Iowa, facility. Restructuring costs included in gross profit totaled $0.1 million and $2.3 million in the first quarters of 2012 and 2011, respectively.

Segment operating expenses of $92.9 million in the first quarter of 2012 increased $5.1 million from 2011 levels primarily due to higher volume-related and other expenses. As a percentage of sales, operating expenses of 29.3% in the quarter improved 180 basis points from 31.1% last year primarily due to benefits from sales volume leverage and contributions from ongoing RCI initiatives.

As a result of these factors, segment operating earnings of $46.1 million in the first quarter of 2012 increased $9.0 million, or 24.3%, from 2011 levels, including $0.7 million of favorable foreign currency effects. As a percentage of segment net sales, operating earnings for the Snap-on Tools Group of 14.6% in the first quarter of 2012 increased 140 basis points from 13.2% last year.

Repair Systems & Information Group

(Amounts in millions)	Three Months Ended March 31, 2012		April 2, 2011		Change	
External net sales	$ 179.3	79.3%	$ 181.8	80.1%	$ (2.5)	-1.4%
Intersegment net sales	46.8	20.7%	45.2	19.9%	1.6	3.5%
Segment net sales	226.1	100.0%	227.0	100.0%	(0.9)	-0.4%
Cost of goods sold	(119.4)	-52.8%	(124.9)	-55.0%	5.5	4.4%
Gross profit	106.7	47.2%	102.1	45.0%	4.6	4.5%
Operating expenses	(58.1)	-25.7%	(59.3)	-26.1%	1.2	2.0%
Segment operating earnings	$ 48.6	21.5%	$ 42.8	18.9%	$ 5.8	13.6%

Segment net sales of $226.1 million in the first quarter of 2012 decreased $0.9 million, or 0.4%, from 2011 levels. Excluding $3.1 million of unfavorable foreign currency translation, organic sales increased $2.2 million, or 1.0%, as a mid single-digit sales gain of diagnostics and repair information products, primarily to independent repair shop owners and managers, and a low single-digit sales gain to original equipment manufacturer (OEM) dealerships were partially offset by lower sales of undercar equipment in Europe.

Segment gross profit of $106.7 million in the first quarter of 2012 increased $4.6 million from 2011 levels. As a percentage of sales, gross margin in the first quarter of 2012 improved 220 basis points to 47.2% from 45.0% last year primarily due to a more favorable sales mix that included higher sales of diagnostics and repair information products, and savings from ongoing RCI initiatives.

Segment operating expenses of $58.1 million in the first quarter of 2012 decreased $1.2 million from 2011 levels. As a percentage of sales, operating expenses of 25.7% in the quarter improved 40 basis points from 26.1% last year, primarily due to savings from RCI initiatives.

As a result of these factors, segment operating earnings of $48.6 million in the first quarter of 2012 increased $5.8 million from 2011 levels, including $0.5 million of unfavorable foreign currency effects. As a percentage of segment net sales, operating earnings for the Repair Systems & Information Group increased 260 basis points from 18.9% in the first quarter of 2011 to 21.5% in the first quarter of 2012.

Financial Services

	Three Months Ended					
(Amounts in millions)	March 31, 2012		April 2, 2011		Change	
Financial services revenue	$ 38.0	100.0%	$ 25.8	100.0%	$ 12.2	47.3%
Financial services expenses	(14.1)	-37.1%	(13.3)	-51.6%	(0.8)	-6.0%
Segment operating earnings	$ 23.9	62.9%	$ 12.5	48.4%	$ 11.4	91.2%

Segment operating earnings were $23.9 million on $38.0 million of revenue in the first quarter of 2012, as compared with operating earnings of $12.5 million on $25.8 million of revenue in the first quarter of 2011. Originations of $156.3 million in the first quarter of 2012 increased $10.7 million, or 7.3%, from comparable prior-year levels.

Financial services' expenses of $14.1 million and $13.3 million in the first quarters of 2012 and 2011, respectively, primarily include personnel-related and other general and administrative costs necessary to service the portfolio of receivables owned by both Snap-on and CIT (collectively, "the serviced portfolio"). These expenses are generally more dependent on the change in size of the serviced portfolio than they are on the revenue of this segment. Financial services' expenses also include doubtful accounts provisions for the finance and contract receivables owned by Snap-on. As a percentage of the average serviced portfolio, financial services' expenses were 1.4% in both the first quarters of 2012 and 2011.

See Notes 1 and 2 to the Condensed Consolidated Financial Statements for further information on financial services.

Corporate

Snap-on's general corporate expenses of $26.4 million in the first quarter of 2012 increased $2.2 million from $24.2 million in the first quarter of 2011 primarily due to higher stock-based (mark-to-market) and performance-based compensation expense.

Non-GAAP Supplemental Data

The supplemental data is presented for informational purposes to provide readers with insight into the information used by management for assessing the operating performance of Snap-on's non-financial services ("Operations") and "Financial Services" businesses.

The supplemental Operations data reflects the results of operations and financial position of Snap-on's tools, diagnostics, equipment, software and other non-financial services operations with Financial Services on the equity method. The supplemental Financial Services data reflects the results of operations and financial position of Snap-on's U.S. and international financial services operations. The financing needs of Financial Services are met through intersegment borrowings from Snap-on Incorporated and cash generated from operations; Financial Services is charged interest expense on intersegment borrowings at market rates. Long-term debt for Operations includes the company's third party external borrowings, net of intersegment borrowings to Financial Services. Income taxes are charged to Financial Services on the basis of the specific tax attributes generated by the U.S. and international financial services businesses. Transactions between the Operations and Financial Services businesses were eliminated to arrive at the Condensed Consolidated Financial Statements.

Supplemental Consolidating Data – The supplemental Condensed Statements of Earnings information for the three month periods ended March 31, 2012, and April 2, 2011, are as follows:

	Operations*		Financial Services	
(Amounts in millions)	March 31, 2012	April 2, 2011	March 31, 2012	April 2, 2011
Net sales	$ 735.2	$ 693.7	$ –	$ –
Cost of goods sold	(387.5)	(363.1)	–	–
Gross profit	347.7	330.6	–	–
Operating expenses	(250.2)	(243.3)	–	–
Operating earnings before financial services	97.5	87.3	–	–
Financial services revenue	–	–	38.0	25.8
Financial services expenses	–	–	(14.1)	(13.3)
Operating earnings from financial services	–	–	23.9	12.5
Operating earnings	97.5	87.3	23.9	12.5
Interest expense	(13.6)	(16.0)	(0.3)	(0.3)
Intersegment interest income (expense) – net	9.8	7.8	(9.8)	(7.8)
Other income (expense) – net	(0.4)	0.8	–	–
Earnings before income taxes and equity earnings	93.3	79.9	13.8	4.4
Income tax expense	(30.1)	(25.7)	(5.1)	(1.5)
Earnings before equity earnings	63.2	54.2	8.7	2.9
Financial services – net earnings attributable to Snap-on Inc.	8.7	2.9	–	–
Equity earnings, net of tax	1.1	0.9	–	–
Net earnings	73.0	58.0	8.7	2.9
Net earnings attributable to noncontrolling interests	(2.0)	(1.8)	–	–
Net earnings attributable to Snap-on Incorporated	$ 71.0	$ 56.2	$ 8.7	$ 2.9

* Snap-on Incorporated with Financial Services on the equity method.

Supplemental Consolidating Data – The supplemental Condensed Balance Sheets information as of March 31, 2012, and December 31, 2011, are as follows:

	Operations*		Financial Services	
(Amounts in millions)	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011
ASSETS				
Current assets				
Cash and cash equivalents	$ 157.3	$ 181.1	$ 4.3	$ 4.5
Intersegment receivables	11.2	10.8	–	–
Trade and other accounts receivable – net	462.9	463.3	0.2	0.2
Finance receivables – net	–	–	291.7	277.2
Contract receivables – net	6.5	6.5	41.7	43.2
Inventories – net	395.8	386.4	–	–
Deferred income tax assets	72.8	90.0	11.1	2.6
Prepaid expenses and other assets	92.8	78.1	1.1	0.9
Total current assets	1,199.3	1,216.2	350.1	328.6
Property and equipment – net	358.6	351.9	2.1	1.0
Investment in Financial Services	151.3	142.0	–	–
Deferred income tax assets	122.6	119.8	0.1	5.4
Long-term finance receivables – net	–	–	445.2	431.8
Long-term contract receivables – net	9.4	9.1	162.1	156.0
Goodwill	804.9	795.8	–	–
Other intangibles – net	188.4	188.3	–	–
Other assets	82.7	83.7	1.0	1.0
Total assets	$ 2,917.2	$ 2,906.8	$ 960.6	$ 923.8

* Snap-on Incorporated with Financial Services on the equity method.

Supplemental Consolidating Data – Condensed Balance Sheets Information (continued):

	Operations*		Financial Services	
(Amounts in millions)	March 31, 2012	December 31, 2011	March 31, 2012	December 31, 2011
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Notes payable and current maturities of long-term debt	$ 14.0	$ 16.2	$ –	$ –
Accounts payable	138.9	124.0	0.1	0.6
Intersegment payables	–	–	11.2	10.8
Accrued benefits	50.0	48.8	–	–
Accrued compensation	63.8	87.1	1.2	3.9
Franchisee deposits	48.4	47.3	–	–
Other accrued liabilities	237.4	229.7	17.5	31.1
Total current liabilities	552.5	553.1	30.0	46.4
Long-term debt and intersegment long-term debt	208.9	257.6	756.6	710.3
Deferred income tax liabilities	108.8	108.0	1.8	0.1
Retiree health care benefits	51.5	52.8	–	–
Pension liabilities	306.3	317.7	–	–
Other long-term liabilities	69.3	70.3	20.9	25.0
Total liabilities	1,297.3	1,359.5	809.3	781.8
Total shareholders' equity attributable to Snap-on Inc.	1,603.4	1,530.9	151.3	142.0
Noncontrolling interests	16.5	16.4	–	–
Total shareholders' equity	1,619.9	1,547.3	151.3	142.0
Total liabilities and shareholders' equity	$ 2,917.2	$ 2,906.8	$ 960.6	$ 923.8

* Snap-on Incorporated with Financial Services on the equity method.

Liquidity and Capital Resources

Snap-on's growth has historically been funded by a combination of cash provided by operating activities and debt financing. Snap-on believes that its cash from operations, coupled with its sources of borrowings and available cash on hand, are sufficient to fund its currently anticipated requirements for new loans originated by SOC, working capital, capital expenditures, restructuring activities, the funding of pension plans, payment of dividends and interest, and funding for additional share repurchases and acquisitions, if any. Due to Snap-on's credit rating over the years, external funds have been available at an acceptable cost. As of the close of business on April 13, 2012, Snap-on's long-term debt and commercial paper was rated, respectively, Baa1 and P-2 by Moody's Investors Service; A- and A-2 by Standard & Poor's; and A- and F2 by Fitch Ratings. Snap-on believes that its current credit arrangements are sound and that the strength of its balance sheet affords the company the financial flexibility to respond to both internal growth opportunities and those available through acquisitions. However, Snap-on cannot provide any assurances of the availability of future financing or the terms on which it might be available, or that its debt ratings may not decrease.

The following discussion focuses on information included in the accompanying Condensed Consolidated Balance Sheets.

As of March 31, 2012, working capital (current assets less current liabilities) of $968.7 million increased $21.8 million from $946.9 million as of December 31, 2011 (fiscal 2011 year end).

The following represents the company's working capital position as of March 31, 2012, and December 31, 2011:

(Amounts in millions)	March 31, 2012	December 31, 2011
Cash and cash equivalents	$ 161.6	$ 185.6
Trade and other accounts receivable – net	463.1	463.5
Finance receivables – net	291.7	277.2
Contract receivables – net	48.2	49.7
Inventories – net	395.8	386.4
Other current assets	174.2	168.3
Total current assets	1,534.6	1,530.7
Notes payable and current maturities of long-term debt	(14.0)	(16.2)
Accounts payable	(139.0)	(124.6)
Other current liabilities	(412.9)	(443.0)
Total current liabilities	(565.9)	(583.8)
Total working capital	$ 968.7	$ 946.9

Cash and cash equivalents of $161.6 million as of March 31, 2012, compared to $185.6 million at the end of 2011. The $24.0 million decrease in cash and cash equivalents primarily reflects (i) the continued funding of new loans originated by SOC; (ii) the funding of a $25.0 million cash contribution to the company's domestic pension plans; (iii) the repurchase of 488,000 shares of the company's common stock for $29.9 million; and (iv) dividend payments of $20.1 million. These first quarter 2012 uses of cash were partially offset by cash generated from operations.

Of the $161.6 million of cash and cash equivalents as of March 31, 2012, $65.7 million was held outside of the United States. Snap-on considers these non-U.S. funds as permanently invested in its foreign operations to (i) provide adequate working capital; (ii) satisfy various regulatory requirements; and/or (iii) take advantage of business expansion opportunities as they arise; as such, the company does not presently expect to repatriate these funds to fund its U.S. operations or obligations. The repatriation of cash from certain foreign subsidiaries could have adverse net tax consequences on the company should Snap-on be required to pay and record U.S. income taxes and foreign withholding taxes on funds that were previously considered permanently invested. Alternatively, the repatriation of such cash from certain other foreign subsidiaries could result in favorable net tax consequences for the company. Snap-on periodically evaluates opportunities to repatriate certain foreign cash amounts to the extent that it does not incur additional unfavorable net tax consequences.

Trade and other accounts receivable – net of $463.1 million as of March 31, 2012, decreased $0.4 million from 2011 year-end levels; excluding $5.0 million of currency translation impacts, trade and other accounts receivable – net decreased $5.4 million from 2011 levels. Days sales outstanding (trade and other accounts receivable – net as of the respective period end, divided by the respective trailing 12 months sales, times 360 days) was 58 days at both March 31, 2012, and December 31, 2011.

The current portions of net finance and contract receivables of $339.9 million as of March 31, 2012, compared to $326.9 million at 2011 year end. The long-term portions of net contract and finance receivables of $616.7 million as of March 31, 2012, compared to $596.9 million at 2011 year end. The combined $32.8 million increase in net current and long-term contract and finance receivables over 2011 year-end levels is primarily due to continued growth of the company's on-balance-sheet finance portfolio.

Inventories of $395.8 million as of March 31, 2012, increased $9.4 million from 2011 year-end levels primarily to support continued higher customer demand; excluding currency translation impacts, inventories increased $4.1 million. Inventory turns (trailing 12 months of cost of goods sold, divided by the average of the beginning and ending inventory balance for the trailing 12 months) were 4.0 turns and 4.2 turns as of March 31, 2012, and December 31, 2011, respectively. Inventories accounted for using the first-in, first-out ("FIFO") method as of both March 31, 2012, and December 31, 2011, approximated 62% of total inventories. All other inventories are accounted for using the last-in, first-out ("LIFO") method. The company's LIFO reserve was $70.6 million and $70.1 million as of March 31, 2012, and December 31, 2011, respectively.

Notes payable and current maturities of long-term debt of $14.0 million as of March 31, 2012, compared to $16.2 million as of 2011 year end.

Accounts payable of $139.0 million as of March 31, 2012, increased $14.4 million from 2011 year-end levels; excluding currency translation impacts, accounts payable increased $13.2 million.

Other accrued liabilities of $249.5 million as of March 31, 2012, increased $6.4 million from 2011 year-end levels; excluding currency translation impacts, other accrued liabilities increased $8.9 million.

Long-term debt of $965.5 million as of March 31, 2012, consisted of (i) $100 million of unsecured 5.85% notes that mature in 2014; (ii) $150 million of unsecured 5.50% notes that mature in 2017; (iii) $250 million of unsecured 4.25% notes that mature in 2018; (iv) $200 million of unsecured 6.70% notes that mature in 2019; (v) $250 million of unsecured 6.125% notes that mature in 2021; and (vi) $15.5 million of other long-term debt.

Snap-on has a five-year, $500 million multi-currency revolving credit facility that terminates on December 8, 2016; as of March 31, 2012, no amounts were outstanding under this facility. Borrowings under the $500 million revolving credit facility bear interest at varying rates based on Snap-on's then-current, long-term debt ratings. The $500 million revolving credit facility's financial covenant requires that Snap-on maintain, as of each fiscal quarter end, either (i) a ratio of total debt to the sum of total debt plus shareholders' equity (including noncontrolling interests) of not greater than 0.60 to 1.00; or (ii) a ratio of total debt to the sum of net income plus interest expense, income taxes, depreciation, amortization and other non-cash or extraordinary charges for the preceding four fiscal quarters then ended of not greater than 3.50 to 1.00. As of March 31, 2012, the company's actual ratios of 0.38 and 1.63, respectively, were both within the permitted ranges set forth in this financial covenant.

Snap-on also has a 364-day loan and servicing agreement that allows Snap-on to borrow up to $200 million (subject to borrowing base requirements) through the pledging of finance receivables under an asset-backed commercial paper conduit facility; the loan and servicing agreement expires on September 28, 2012. As of March 31, 2012, no amounts were outstanding under the loan and servicing agreement.

In addition to the financial covenant required by the $500 million multi-currency revolving credit facility, discussed above, Snap-on's debt agreements and credit facilities, including the $200 million loan and servicing agreement, also contain certain usual and customary borrowing, affirmative, negative and maintenance covenants. As of March 31, 2012, Snap-on was in compliance with all covenants of its debt agreements and credit facilities.

Snap-on believes that it has sufficient available cash and uncommitted lines of credit and liquidity facilities to cover its expected funding needs on both a short-term and long-term basis. Snap-on manages its aggregate short-term borrowings so as not to exceed its availability under its revolving credit facilities. If the need were to arise, Snap-on believes that it could access short-term debt markets, predominantly through commercial paper issuances, securitizations (including its $200 million loan and servicing agreement discussed above) and existing lines of credit to fund its short-term requirements and to ensure near-term liquidity. Snap-on regularly monitors the credit and financial markets and, in the future, may take advantage of what it believes are favorable market conditions to issue long-term debt to further improve its liquidity and capital resources. Near term liquidity requirements for Snap-on include funding to support new loans originated by SOC, working capital, capital expenditures, restructuring activities, the funding of pension plans, payment of dividends and interest, and funding for additional share repurchases and acquisitions, if any. Snap-on intends to make contributions of $12.6 million to its foreign pension plans in 2012, as required by law. On March 1, 2012, Snap-on made a $25.0 million cash contribution to its domestic pension plans that included (i) an $18.3 million 2012 contribution required by law and (ii) a $6.7 million discretionary cash contribution; depending on market and other conditions, Snap-on may elect to make additional discretionary cash contributions to its domestic pension plans in 2012.

Snap-on's long-term financing strategy is to maintain continuous access to the debt markets to accommodate its liquidity needs, including the potential use of commercial paper, securitizations and/or additional fixed-term debt.

The following discussion focuses on information included in the accompanying Condensed Consolidated Statements of Cash Flow.

Operating Activities

Net cash provided by operating activities was $65.0 million in the first quarter of 2012 and $27.9 million in the first quarter of 2011. The $37.1 million increase in net cash provided by operating activities in 2012 primarily reflects higher year-over-year net earnings and net changes in operating assets and liabilities.

Investing Activities

Net cash used by investing activities of $49.3 million in the first quarter of 2012 included additions to, and collections of, finance receivables of $135.5 million and $106.1 million, respectively. Net cash used by investing activities of $59.8 million in the first quarter of 2011 included additions to, and collections of, finance receivables of $128.2 million and $86.8 million, respectively. Finance receivables are comprised of extended-term installment loans to technicians (i.e. franchisees' customers) to enable them to purchase tools, diagnostics and equipment on an extended-term payment plan, generally with average payment terms of 32 months.

Capital expenditures of $21.8 million in the first quarter of 2012 compared to $18.6 million in the first quarter of 2011. Capital expenditures in 2012 included continued investments, particularly in the United States, in new product, efficiency, safety and cost reduction initiatives, as well as investments in new production and machine tooling to enhance manufacturing operations, and ongoing replacements of manufacturing and distribution equipment. Capital expenditures in 2012 also included continued spending to support the company's strategic growth initiatives, including the expansion of manufacturing capabilities in lower-cost regions and emerging growth markets.

Financing Activities

Net cash used by financing activities was $40.5 million in the first quarter of 2012. Net cash used by financing activities was $23.9 million in the first quarter of 2011.

Proceeds from stock purchase plans and stock option exercises totaled $13.3 million and $11.8 million in the first quarters of 2012 and 2011, respectively. Snap-on has undertaken stock repurchases from time to time to offset dilution created by shares issued for employee and dealer stock purchase plans, stock options and other corporate purposes. In the first quarter of 2012, Snap-on repurchased 488,000 shares of its common stock for $29.9 million under its previously announced share repurchase programs. In the first quarter of 2011, Snap-on repurchased 296,000 shares of its common stock for $17.6 million under its previously announced share repurchase programs. As of March 31, 2012, Snap-on had remaining availability to repurchase up to an additional $158.0 million in common stock pursuant to its Board of Directors' ("Board") authorizations. The purchase of Snap-on common stock is at the company's discretion, subject to prevailing financial and market conditions. Snap-on believes that its cash generated from operations, available cash on hand, and funds available from its credit facilities, will be sufficient to fund the company's share repurchases, if any, in 2012.

Snap-on has paid consecutive quarterly cash dividends, without interruption or reduction, since 1939. Cash dividends totaled $20.1 million and $18.9 million in the first quarters of 2012 and 2011, respectively. On November 4, 2011, the company announced that its Board increased the quarterly cash dividend by 6.3% to $0.34 per share ($1.36 per share per year). Snap-on believes that its cash generated from operations, available cash on hand and funds available from its credit facilities will be sufficient to pay dividends in 2012.

Off-Balance Sheet Arrangements

The company had no off-balance sheet arrangements as of March 31, 2012.

Critical Accounting Policies and Estimates

The Condensed Consolidated Financial Statements and related notes contain information that is pertinent to management's discussion and analysis. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. These estimates are generally based on historical experience, current conditions and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily available from other sources, as well as identifying and assessing our accounting treatment with respect to commitments and contingencies. Actual results could differ from those estimates.

The company's significant accounting policies are described above in Note 1 to the Condensed Consolidated Financial Statements, as well as in Note 1 to the Consolidated Financial Statements included in the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011.

Snap-on considers the following policies and estimates to be the most critical in understanding the judgments that are involved in the preparation of the company's consolidated financial statements and the uncertainties that could impact the company's financial position, results of operations and cash flows.

Revenue Recognition: Snap-on recognizes revenue from the sale of tools, diagnostics and equipment solutions when contract terms are met, the price is fixed or determinable, collectability is reasonably assured and a product is shipped or risk of ownership has been transferred to and accepted by the customer. For sales contingent upon customer acceptance, revenue recognition is deferred until such obligations are fulfilled. Estimated product returns are recorded as a reduction in reported revenues at the time of sale based upon historical product return experience and gross profit margin adjusted for known trends. Provisions for customer volume rebates, discounts and allowances are also recorded as a reduction of reported revenues at the time of sale based on historical experience and known trends. Revenue related to maintenance and subscription agreements is recognized over the terms of the respective agreements.

Snap-on also recognizes revenue related to multiple element arrangements, including sales of hardware, software and software-related services. When a sales arrangement contains multiple elements, such as hardware and software products and/or services, Snap-on uses the relative selling price method for hardware and related software elements that are essential to the hardware's functionality. For software elements that are not essential to the hardware's functionality and related software post-contract customer support, vendor specific objective evidence ("VSOE") of fair value is used to allocate revenue to each element based on its relative fair value and, when necessary, uses the residual method to assign value to the delivered elements when VSOE only exists for the undelivered elements. The amount assigned to future delivery of products or services is recognized when the product is delivered and/or when the services are performed. In instances where the product and/or services are performed over an extended period, as is the case with subscription agreements or the providing of ongoing support, revenue is generally recognized on a straight-line basis over the term of the agreement, which generally ranges from 12 to 60 months.

Franchise Fee Revenue: Franchise fee revenue, including nominal, non-refundable initial fees, is recognized upon the granting of a franchise, which is when the company has performed substantially all initial services required by the franchise agreement. Franchise fee revenue also includes ongoing monthly fees (primarily for sales and business training and marketing and product promotion programs) that are recognized as the fees are earned. Franchise fee revenue totaled $8.8 million, $9.0 million and $8.0 million in fiscal 2011, 2010 and 2009, respectively.

Financial Services Revenue: Snap-on also generates revenue from various financing programs that include (i) loans to franchisees' customers and Snap-on's industrial and other customers for the purchase or lease of tools, equipment and diagnostics products on an extended term payment plan; and (ii) business loans and vehicle leases to franchisees. These financing programs are offered through Snap-on's wholly-owned finance subsidiaries. Financial services revenue consists of finance loan receivable revenue, installment contract revenue and servicing fee income received from CIT. For periods prior to July 16, 2009, financial services revenue also included gains from SOC's sales of originated contracts to CIT. The decision to finance through Snap-on or another financing entity is solely at the election of the customer. When assessing customers for potential financing, Snap-on considers various factors regarding ability to pay including customers' financial condition, collateral, debt-servicing ability, past payment experience and credit bureau information. For finance and contract receivables, Snap-on assesses these factors through the use of credit quality indicators consisting primarily of consumer credit risk scores combined with internal credit risk grades, collection experience and other internal metrics.

Prior to July 2009, SOC substantially sold all of its loan originations to CIT on a limited recourse basis; SOC retained the right to service such loans for a contractual servicing fee. Contractual servicing fees were $2.3 million in 2011, $4.9 million in 2010 and $8.3 million in 2009.

Snap-on's international finance subsidiaries own the loans originated through their financing programs; loans originated by SOC subsequent to July 2009, and loans retained by SOC prior to July 2009, are also owned by Snap-on. Revenue from interest income on the on-book financing portfolio is recognized over the life of the contracts, with interest computed on the average daily balances of the underlying contracts.

Financial Services Lease Arrangements: Snap-on accounts for its Financial Services’ leases as direct financing or sales-type leases. The company determines the gross investment in the lease as the present value of the minimum lease payments using the interest rate implicit in the lease, net of amounts, if any, included therein for executor costs to be paid by Snap-on, together with any profit thereon. The difference between the gross investment in the lease and the cost of the leased property is reported as unearned finance charges. Unearned finance charges are amortized to income over the life of the contract, with interest computed on the average daily balance of the underlying contract. Snap-on believes that the default covenants included in its lease arrangements are usual and customary and consistent with industry practice.

Impairment of Goodwill and Other Indefinite-lived Intangible Assets: Goodwill and other indefinite-lived intangible assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that the assets might be impaired. Annual impairment tests are performed by the company in the second quarter of each year.

Snap-on evaluates the recoverability of goodwill by estimating the future discounted cash flows of the businesses to which the goodwill relates. Estimated cash flows and related goodwill are grouped at the reporting unit level. The company has determined that its reporting units for testing goodwill impairment are its operating segments or components of an operating segment that constitute a business for which discrete financial information is available and for which segment management regularly reviews the operating results. Within its four reportable operating segments, the company has identified 11 reporting units.

Snap-on evaluates the recoverability of goodwill by utilizing an income approach that estimates the fair value of the future discounted cash flows of the reporting units to which the goodwill relates. The future projections, which are based on both past performance and the projections and assumptions used in the company’s operating plans, are subject to change as a result of changing economic and competitive conditions. This approach reflects management’s internal outlook for the reporting units, which management believes provides the best determination of value due to management’s insight and experience with the reporting unit. Significant estimates used by management in the discounted cash flows methodology include estimates of future cash flows based on expected growth rates, price increases, working capital levels, expected RCI benefits, and a weighted-average cost of capital that reflects the specific risk profile of the reporting unit being tested. The company’s methodologies for valuing goodwill are applied consistently on a year-over-year basis; the assumptions used in performing the second quarter 2011 impairment calculations were evaluated in light of current market and business conditions. Snap-on continues to believe that the future discounted cash flow valuation model provides the most reasonable and meaningful fair value estimate based upon the reporting units’ projections of future operating results and cash flows and replicates how market participants would value the company’s reporting units in an orderly transaction.

In the event the fair value of a reporting unit is less than the carrying value, including goodwill, the company would then perform an additional assessment that would compare the implied fair value of goodwill with the carrying amount of goodwill. The determination of implied fair value of goodwill would require management to compare the estimated fair value of the reporting unit to the estimated fair value of the assets and liabilities of the reporting unit; if necessary, the company may consult with valuation specialists to assist with the assessment of the estimated fair value of the assets and liabilities of the reporting unit. If the implied fair value of the goodwill is less than the carrying value, an impairment loss would be recorded.

Snap-on also evaluates the recoverability of its indefinite-lived trademarks by utilizing an income approach that estimates the fair value of the future discounted cash flows of each of its trademarks. The future projections, which are based on both past performance and the projections and assumptions used in the company’s operating plans, are subject to change as a result of changing economic and competitive conditions. Significant estimates used by management in the discounted cash flows methodology include estimates of future cash flows based on expected growth and royalty rates, expected synergies, and a weighted-average cost of equity that reflects the specific risk profile of the trademark being tested. The company’s methodologies for valuing trademarks are applied consistently on a year-over-year basis; the assumptions used in performing the second quarter 2011 impairment calculations were evaluated in light of current market and business conditions. Snap-on continues to believe that the future discounted cash flow valuation model provides the most reasonable and meaningful fair value estimate based upon the trademarks' projected future cash flows and replicates how market participants would value the company's trademarks in an orderly transaction.

Snap-on did not recognize any impairment on its goodwill or other indefinite-lived intangible assets in 2011, 2010 or 2009. Inherent in fair value determinations are significant judgments and estimates, including material assumptions about future revenue, profitability and cash flows, the company's operational plans and its interpretation of current economic indicators. Should the operations of the businesses with which goodwill or other indefinite-lived intangible assets are associated incur significant declines in profitability and cash flow due to significant and long-term adverse changes in business climate, including in Europe, adverse actions by regulators, unanticipated competition, loss of key customers, and/or changes in technology or markets, some or all of the recorded goodwill or other indefinite-lived intangible assets could be subject to impairment and could result in a material adverse effect on Snap-on's financial position or results of operations.

Snap-on completed its annual impairment testing of goodwill and other indefinite-lived intangible assets in the second quarter of 2011, the results of which did not result in any impairment. Although the company consistently uses the same methods in developing the assumptions and estimates underlying the fair value calculations, such estimates are uncertain by nature and can vary from actual results. In performing its annual impairment testing the company performed a sensitivity analysis on the material assumptions used in the discounted cash flow valuation models for each of its 11 reporting units. Based on the company's second quarter 2011 impairment testing and assuming a hypothetical 10% decrease in the estimated fair values of each of its 11 reporting units, the hypothetical fair value of each of the company's 11 reporting units would have been greater than its carrying value. See Note 4 to the Condensed Consolidated Financial Statements for further information about goodwill and other intangible assets.

Impairment of Long-lived and Amortized Intangible Assets: Snap-on performs impairment evaluations of its long-lived assets, including property, plant and equipment and intangible assets with finite lives, whenever business conditions or events indicate that those assets may be impaired. When the estimated future undiscounted cash flows to be generated by the assets are less than the carrying value of the long-lived assets, the assets are written down to fair market value and a charge is recorded to current operations.

Significant and unanticipated changes in circumstances, such as significant and long-term adverse changes in business climate, including in Europe, adverse actions by regulators, unanticipated competition, loss of key customers and/or changes in technology or markets, could require a provision for impairment in a future period.

Allowances for Doubtful Accounts: Snap-on maintains allowances for doubtful accounts to absorb probable losses inherent in its portfolio of receivables. The allowances for doubtful accounts represent management's estimate of the losses inherent in the company's receivables portfolio based on ongoing assessments and evaluations of collectability and historical loss experience. In estimating losses inherent in each of its receivable portfolios (trade, finance and contract receivables), Snap-on uses historical loss experience rates by portfolio and applies them to a related aging analysis. Determination of the proper level of allowances by portfolio requires management to exercise significant judgment about the timing, frequency and severity of credit losses that could materially affect the provision for credit losses and, therefore, net income. The allowances for doubtful accounts takes into consideration numerous quantitative and qualitative factors, by loan type, including historical loss experience, portfolio duration, collection experience, delinquency trends, economic conditions and credit risk quality as follows:

- Snap-on evaluates the collectability of receivables based on a combination of various financial and qualitative factors that may affect the customers' ability to pay. These factors may include customers' financial condition, collateral, debt-servicing ability, past payment experience and credit bureau information.

- For finance and contract receivables, Snap-on assesses quantitative and qualitative factors through the use of credit quality indicators consisting primarily of customer credit risk scores combined with internal credit risk grades, collection experience and other internal metrics as follows:
  - Credit risk – Personal credit risk is monitored regularly on an account by account basis through customer credit scores obtained from major credit bureaus as well as through the use of internal proprietary, custom scoring models used to evaluate each transaction at the time of the application for credit and by periodically updating those credit scores for ongoing monitoring purposes. In addition, Snap-on evaluates credit quality through the use of a loan risk grading measurement system that provides a framework to analyze the finance and contract receivables on the basis of risk factors of the individual obligor as well as transaction specific risk.
  - Collection experience – Snap-on conducts monthly reviews of credit and collection performance for each of its finance and contract receivable portfolios focusing on data such as delinquency trends, non-performing assets, charge-off and recovery activity. These reviews allow for the formulation of collection strategies and potential collection policy modifications in response to changing risk profiles in the finance and contract receivable portfolios.
  - Other internal metrics – Snap-on maintains a system that aggregates credit exposure by customer, industry, risk classification and geographical area, among other factors, to further monitor changing risk profiles.

Management performs detailed reviews of its receivables on a monthly and/or quarterly basis to assess the adequacy of the allowances based on historical and current trends and other factors affecting credit losses and to determine if any impairment has occurred. A receivable is impaired when it is probable that all amounts related to the receivable will not be collected according to the contractual terms of the loan agreement. In circumstances where the company is aware of a specific customer's inability to meet its financial obligations, a specific reserve is recorded against amounts due to reduce the net recognized receivable to the amount reasonably expected to be collected. Additions to the allowances for doubtful accounts are maintained through adjustments to the provision for credit losses, which are charged to current period earnings; amounts determined to be uncollectable are charged directly against the allowances, while amounts recovered on previously charged-off accounts increase the allowances. Net charge-offs include the principal amount of losses charged off as well as charged-off interest and fees. Recovered interest and fees previously charged-off are recorded through the allowances for doubtful accounts. Finance receivables are assessed for charge-off when an account becomes 120 days past due and are charged-off typically within 60 days of asset repossession. Contract receivables related to equipment leases are generally charged-off when an account becomes 150 days past due while contract receivables related to franchise finance and van leases are generally charged off up to 180 days past the asset return. For finance and contract receivables, customer bankruptcies are generally charged-off upon notification that the associated debt is not being reaffirmed or, in any event, no later than 180 days past due.

Snap-on does not believe that trade accounts, finance or contract receivables represent significant concentrations of credit risk because of the diversified portfolio of individual customers and geographical areas. See Note 2 to the Condensed Consolidated Financial Statements for further information on allowances for doubtful accounts.

Excess and Obsolete Inventory: Snap-on records allowances for excess and obsolete inventory based on historical and estimated future demand and market conditions. Allowances for raw materials are largely based on an analysis of raw material age and actual physical inspection of raw material for fitness for use. As part of evaluating the adequacy of allowances for work-in-progress and finished goods, management reviews individual product stock-keeping units (SKUs) by product category and product life cycle. Cost adjustments for each product category/product life-cycle state are generally established and maintained based on a combination of historical experience, forecasted sales and promotions, technological obsolescence, inventory age and other actual known conditions and circumstances. Should actual product marketability and raw material fitness for use be affected by conditions that are different from management estimates, further adjustments to inventory allowances may be required.

Pension Benefits: The pension benefit obligation and related pension expense are calculated in accordance with U.S. GAAP and are impacted by certain actuarial assumptions. Changes in these assumptions are primarily influenced by factors outside of Snap-on's control and can have a significant effect on the amounts reported in the financial statements. Snap-on believes that the two most critical assumptions are (i) the expected return on plan assets; and (ii) the assumed discount rate.

Pension expense increases as the expected rate of return on plan assets decreases. Lowering the expected rate of return assumption for Snap-on's domestic pension plan assets by 50 basis points would have increased Snap-on's 2011 domestic pension expense by approximately $3.2 million. Snap-on uses a three-year, market-related value asset method of amortizing the difference between actual and expected returns on its domestic plan assets.

The objective of Snap-on's discount rate assumption is to reflect the rate at which the pension benefits could be effectively settled. In making this determination, the company takes into account the timing and amount of benefits that would be available under the plans. The methodology for selecting the discount rate as of 2011 and 2010 year end was to match the plan's cash flows to that of a theoretical bond portfolio yield curve that provides the equivalent yields on zero-coupon bonds with an AA rating or better for each maturity. The selection of the 4.5% weighted-average discount rate for Snap-on's domestic pension plans represents the single rate that produces the same present value of cash flows as the estimated benefit plan payments. Lowering Snap-on's domestic discount rate assumption by 50 basis points would have increased Snap-on's 2011 domestic pension expense and projected benefit obligation by approximately $5.2 million and $57.4 million, respectively. At 2011 year end, Snap-on's domestic projected benefit obligation comprised approximately 83% of Snap-on's worldwide projected benefit obligation. The weighted-average discount rate for Snap-on's foreign pension plans of 4.7% represents the single rate that produces the same present value of cash flows as the estimated benefit plan payments. Lowering Snap-on's foreign discount rate assumption by 50 basis points would have increased Snap-on's 2011 foreign pension expense and projected benefit obligation by approximately $1.7 million and $18.4 million, respectively.

Actuarial gains and losses in excess of 10 percent of the greater of the projected benefit obligation or market-related value of assets are amortized on a straight-line basis over the average remaining service period of active participants. Prior service costs resulting from plan amendments are amortized in equal annual amounts over the average remaining service period of affected active participants or over the remaining life expectancy of affected retired participants. See Note 9 to the Condensed Consolidated Financial Statements for further information on pension plans.

Postretirement Benefits: Snap-on's postretirement benefits obligation and related expense are calculated in accordance with U.S. GAAP and are impacted by certain actuarial assumptions, including health care trend rates. As of 2011 year end, an increase of one percentage point in health care costs would increase the accumulated postretirement benefit obligation by $1.7 million and the combined annual service and interest cost by $0.1 million. A corresponding decrease of one percentage point would decrease the accumulated postretirement benefit by $1.5 million and the combined annual service and interest cost by $0.1 million. See Note 10 to the Condensed Consolidated Financial Statements for further information on postretirement plans.

Income Taxes: Snap-on records deferred income tax assets and liabilities for differences between the book basis and tax basis of the related net assets. Snap-on records a valuation allowance, when appropriate, to reduce its deferred tax assets if it is more likely than not that some portion or all of the deferred tax assets will not be realized. While the company has considered future taxable income and ongoing prudent and feasible tax strategies in assessing the need for the valuation allowance, if these estimates and assumptions change in the future, the company may be required to adjust its valuation allowance. This could result in a charge to, or an increase in, income in the period such determination is made.

In addition, the company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. The company records accruals for the estimated outcomes of these audits and the accruals may change in the future due to new developments in each matter. See Note 6 to the Condensed Consolidated Financial Statements for further information on income taxes.

Outlook

In 2012, Snap-on expects to continue with its planned strategic investments to enhance its mobile tool distribution network, expand in the vehicle repair garage, extend to critical industries and build in emerging markets. In pursuit of these initiatives, Snap-on anticipates that capital expenditures in 2012 will be in a range of $60 million to $70 million, of which $21.8 million was spent in the first quarter. Restructuring expenses in the second quarter of 2012 are expected to approximate $8 million, including the settlement of a pension plan related to the 2011 closure of the company's Newmarket, Canada, facility. Snap-on also anticipates that its full year 2012 effective income tax rate will approximate 33.5%.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

Market, Credit and Economic Risks

Market risk is the potential economic loss that may result from adverse changes in the fair value of financial instruments. Snap-on is exposed to market risk from changes in both foreign currency exchange rates and interest rates. Snap-on monitors its exposure to these risks and attempts to manage the underlying economic exposures through the use of financial instruments such as foreign currency forward contracts, interest rate swap agreements and treasury lock agreements. Snap-on does not use derivative instruments for speculative or trading purposes. Snap-on's broad-based business activities help to reduce the impact that volatility in any particular area or related areas may have on its operating earnings as a whole. Snap-on's management takes an active role in the risk management process and has developed policies and procedures that require specific administrative and business functions to assist in the identification, assessment and control of various risks.

Foreign Currency Risk Management

Snap-on has significant international operations and is subject to certain risks inherent with foreign operations that include currency fluctuations and restrictions on movement of funds. Foreign exchange risk exists to the extent that Snap-on has payment obligations or receipts denominated in currencies other than the functional currency. To manage these exposures, Snap-on identifies naturally offsetting positions and then purchases hedging instruments to protect the residual net exposures. See Note 8 to the Condensed Consolidated Financial Statements for information on foreign currency risk management.

Interest Rate Risk Management

Snap-on aims to control funding costs by managing the exposure created by the differing maturities and interest rate structures of Snap-on's assets and liabilities through the use of interest rate swap agreements. Treasury lock agreements are used to manage potential changes in interest rates in anticipation of the issuance or sale of certain financial instruments. See Note 8 to the Condensed Consolidated Financial Statements for information on interest rate risk management.

Snap-on utilizes a Value-at-Risk ("VAR") model to determine the potential one-day loss in the fair value of its interest rate and foreign exchange-sensitive financial instruments from adverse changes in market factors. The VAR model estimates were made assuming normal market conditions and a 95% confidence level. Snap-on's computations are based on the inter-relationships among movements in various currencies and interest rates (variance/co-variance technique). These inter-relationships were determined by observing interest rate and foreign currency market changes over the preceding quarter.

The estimated maximum potential one-day loss in fair value, calculated using the VAR model, as of March 31, 2012, was $2.4 million on interest rate-sensitive financial instruments and $0.6 million on foreign currency-sensitive financial instruments. The VAR model is a risk management tool and does not purport to represent actual losses in fair value that will be incurred by Snap-on, nor does it consider the potential effect of favorable changes in market factors.

Credit Risk

Credit risk is the possibility of loss from a customer's failure to make payments according to contract terms. Prior to granting credit, each customer is evaluated, taking into consideration the borrower's financial condition, collateral, debt-servicing capacity, past payment experience, credit bureau information, and other financial and qualitative factors that may affect the borrower's ability to repay. Credit risk is also monitored regularly through the use of internal proprietary, custom scoring models used to evaluate each transaction at the time of the application for credit and by periodically updating those credit scores for ongoing monitoring purposes. Snap-on evaluates credit quality through the use of an internal proprietary measuring system that provides a framework to analyze finance and contract receivables on the basis of risk factors of the individual obligor as well as transaction specific risk. Loans that have been granted are typically monitored through an asset quality review process that closely monitors past due accounts and initiates a progressive collection action process when appropriate. In addition to its direct credit risk exposure, Snap-on also has credit risk exposure for certain SOC-originated contracts with recourse provisions related to franchisee van loans sold by SOC; as of March 31, 2012, $13.9 million of franchisee van loans contain a recourse provision to Snap-on if the loans become more than 90 days past due.

Counterparty Risk

Snap-on is exposed to credit losses in the event of non-performance by the counterparties to various financial agreements, including its foreign currency forward contracts, interest rate swap agreements and treasury lock agreements. Snap-on does not obtain collateral or other security to support financial instruments subject to credit risk, but monitors the credit standing of the counterparties and enters into agreements only with financial institution counterparties with a credit rating of A- or better. Snap-on does not anticipate non-performance by its counterparties, but cannot provide assurances.

Economic Risk

Economic risk is the possibility of loss resulting from economic instability in certain areas of the world. Snap-on continually monitors its exposure in these markets.

As a result of the above market, credit and economic risks, net income and revenues in any particular period may not be representative of full-year results and may vary significantly from year to year and from quarter to quarter. Inflation has not had a significant impact on the company.

Item 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Snap-on maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that material information relating to the company and its consolidated subsidiaries is timely communicated to the officers who certify Snap-on's financial reports and to other members of senior management and the Board, as appropriate.

In accordance with Rule 13a-15(b) of the Securities Exchange Act of 1934 (the "Exchange Act"), the company's management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of the company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2012. Based upon their evaluation of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures were effective as of March 31, 2012, to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time period specified in the Securities and Exchange Commission rules and forms, and to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control

There has not been any change in the company's internal control over financial reporting during the quarter ended March 31, 2012, that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting (as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f)).

PART II. OTHER INFORMATION

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

The following chart discloses information regarding the shares of Snap-on's common stock repurchased by the company during the first quarter of fiscal 2012, all of which were purchased pursuant to the Board's authorizations that the company has publicly announced. Snap-on has undertaken stock repurchases from time to time to offset dilution created by shares issued for employee and dealer stock purchase plans, stock options and other corporate purposes, as well as to repurchase shares when the company believes market conditions are favorable. The repurchase of Snap-on common stock is at the company's discretion, subject to prevailing financial and market conditions.

Issuer Purchases of Equity Securities

Period	Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Value of Shares that May Yet be Purchased Under the Plans or Programs*
01/01/12 to 01/28/12	–	–	–	$166.2 million
01/29/12 to 02/25/12	388,000	$ 61.17	388,000	$159.6 million
02/26/12 to 03/31/12	100,000	$ 61.14	100,000	$158.0 million
Total/Average	488,000	$ 61.17	488,000	N/A

*Subject to further adjustment pursuant to the 1996 Authorization described below, as of March 31, 2012, the approximate value of shares that may yet be purchased pursuant to the three outstanding Board authorizations discussed below is $158.0 million.

- In 1996, the Board authorized the company to repurchase shares of the company's common stock from time to time in the open market or in privately negotiated transactions ("the 1996 Authorization"). The 1996 Authorization allows the repurchase of up to the number of shares issued or delivered from treasury from time to time under the various plans the company has in place that call for the issuance of the company's common stock. Because the number of shares that are purchased pursuant to the 1996 Authorization will change from time to time as (i) the company issues shares under its various plans; and (ii) shares are repurchased pursuant to this authorization, the number of shares authorized to be repurchased will vary from time to time. The 1996 Authorization will expire when terminated by the Board. When calculating the approximate value of shares that the company may yet purchase under the 1996 Authorization, the company assumed a price of $56.76, $60.73 and $60.97 per share of common stock as of the end of the fiscal 2012 months ended January 28, 2012, February 25, 2012, and March 31, 2012, respectively.

- In 1998, the Board authorized the repurchase of an aggregate of $100 million of the company's common stock ("the 1998 Authorization"). The 1998 Authorization will expire when the aggregate repurchase price limit is met, unless terminated earlier by the Board.

- In 1999, the Board authorized the repurchase of an aggregate of $50 million of the company's common stock ("the 1999 Authorization"). The 1999 Authorization will expire when the aggregate repurchase price limit is met, unless terminated earlier by the Board.

Item 6: Exhibits

Exhibit 10.1	Form of Performance Share Unit Award Agreement under the 2011 Incentive Stock and Awards Plan*
Exhibit 10.2	Form of Restricted Unit Agreement under the 2011 Incentive Stock and Awards Plan (for executive officers)*
Exhibit 10.3	Form of Restricted Unit Agreement under the 2011 Incentive Stock and Awards Plan (for directors)*
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
Exhibit 32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101.INS	XBRL Instance Document**
Exhibit 101.SCH	XBRL Taxonomy Extension Schema Document**
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
Exhibit 101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Form of award agreement consistent with the terms of the 2011 Incentive Stock and Awards Plan.

** Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three months ended March 31, 2012, and April 2, 2011; (ii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2012, and April 2, 2011; (iii) Condensed Consolidated Balance Sheets as of March 31, 2012, and December 31, 2011; (iv) Condensed Consolidated Statements of Shareholders' Equity for the three months ended March 31, 2012, and April 2, 2011; (v) Condensed Consolidated Statements of Cash Flow for the three months ended March 31, 2012, and April 2, 2011; and (vi) Notes to Condensed Consolidated Financial Statements. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed "furnished" and not "filed" or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed "furnished" and not "filed" for purposes of section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Snap-on Incorporated has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SNAP-ON INCORPORATED

Date: April 19, 2012	/s/ Aldo J. Pagliari
	Aldo J. Pagliari, Principal Financial Officer, Senior Vice President – Finance and Chief Financial Officer

EXHIBIT INDEX

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Exhibit 10.1

SNAP-ON INCORPORATED

PERFORMANCE SHARE UNIT AWARD AGREEMENT

THIS PERFORMANCE SHARE UNIT AWARD AGREEMENT is granted by SNAP-ON INCORPORATED (the "Company") to each individual receiving and accepting the offer contained in the Performance Share and Restricted Stock Unit Award Offer Letter (each such person being known as a "Key Employee") pursuant to the Company's 2011 Incentive Stock and Awards Plan (the "Plan").

WHEREAS, the Company believes it to be in the best interests of the Company, its subsidiaries and its stockholders for its officers and other key employees to have an incentive tied to the price of Common Stock of the Company in order that they will have a greater incentive to work for and manage the Company's affairs in such a way that its shares may become more valuable; and

WHEREAS, the Company has determined to grant Key Employees Performance Share Units pursuant to the terms of the Plan and this Agreement;

NOW, THEREFORE, in consideration of the premises and of the services to be performed by the Key Employee, the Company and the Key Employee hereby agree as follows:

1. Performance Share Units.

Subject to the terms and conditions of this Agreement and the Plan, the Company hereby awards to the Key Employee a number of Performance Share Units set forth in the Performance Share and Restricted Stock Unit Award Offer Letter (the "Offer") under the column titled "Quantity Granted." The Performance Share Units granted under this Agreement are units that will be reflected in a book account maintained by the Company until they become vested or have been forfeited. This award is subject to the terms and conditions of this Agreement and the Plan, including the terms and conditions of the Plan applicable to Performance Share Units. Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Plan.

2. Performance Condition and Vesting for Performance Share Units.

Subject to the terms and conditions set forth herein,

(a) Vesting of the Performance Share Units is dependent upon performance relative to sales growth and RONAEBIT goals for fiscal years 2012, 2013 and 2014. The threshold, target and maximum goals for sales growth and RONAEBIT during fiscal years 2012, 2013 and 2014 are as shown on Exhibit 1, and the Performance Share Units will vest and will be earned, in accordance with the vesting matrix attached hereto as Exhibit 1 based on actual performance of the Company relative to the goals subject to the terms attached hereto as Exhibit 2. As soon as practicable after the Company's audited financial statements for fiscal 2014 are available to the Committee, the Committee shall calculate the Company's sales growth and RONAEBIT data for such years in accordance with the terms attached hereto as Exhibit 2. The Committee shall then plot the sales growth and RONAEBIT data on the vesting matrix. The resulting position on the matrix shall determine the percentage of the Performance Share Units that will vest and the number of Performance Share Units that the Key Employee will earn as set forth below. The Company shall promptly communicate this information to the Key Employee.

(b) Unless the Key Employee has previously forfeited such Performance Share Units, if the position on the matrix reflects a percentage greater than zero then the number of Performance Share Units that vest shall be equal to the product of such percentage and the Grant Number. Upon the Committee's determination as provided above, the Key Employee will forfeit the Performance Share Units that do not vest.

(c) Within sixty days after the Performance Share Units become vested the Company shall issue the Key Employee one share of Common Stock for each Performance Share Unit which becomes vested; provided that prior to a Change of Control the Committee, in its discretion, may reduce the number of shares to be issued to the Key Employee if the Committee determines that such reduction is appropriate, taking into consideration such factors as the Committee deems relevant.

(d) If any calculation of Shares to be awarded would result in a fraction, any fraction of 0.5 or greater will be rounded to one, and any fraction of less than 0.5 will be rounded to zero.

3. Employment Condition for the Performance Share Units.

Subject to the terms and conditions set forth herein,

(a) In addition to any rights of the Company under Section 4, the Key Employee will forfeit any rights associated with Performance Share Units as to which the Committee has not made its vesting determination under Section 2 and not otherwise vested under Section 5 if the Key Employee's employment with the Company or its subsidiaries is terminated for any reason prior to such determination unless in the case of termination by the Company or a subsidiary the Committee determines, on such terms and conditions, if any, as the Committee may impose, that there may nonetheless be vesting of all or a portion of the award at the time of such determination or at any other time. Absence of the Key Employee on leave approved by a duly elected officer of the Company, other than the Key Employee, shall not be considered a termination of employment during the period of such leave.

(b) Notwithstanding the foregoing, in the case of termination of employment as a result of death, Disability (as defined below) or Retirement (as defined below), the Grant will vest, and the Key Employee's entitlement to shares in respect of Performance Share Units will be determined, based upon the Company's actual performance relative to the sales growth and RONAEBIT goals over the full performance period, but in lieu of the amounts under Section 2(b) and (c), the respective amounts, if any, determined under those subsections shall be reduced by multiplying such amounts by a fraction representing the portion of the three-year period that elapsed before the termination of the Key Employee's employment.

(c) Whether or not a divestiture of a subsidiary, division or other business unit (including through the formation of a joint venture) results in termination of employment with the Company and its subsidiaries will be at the discretion of the Committee, which discretion the Committee may exercise on a case by case basis.

(d) As used herein,

(i) "Disability" means a medically-determinable physical or mental condition that is expected to be permanent and that results in the Key Employee being unable to perform one or more of the essential duties of the Key Employee's occupation or a reasonable alternative offered by the Company or its subsidiaries, all as determined by the Committee or any successor to such committee that administers the Plan (as the same may be amended).

(ii) "Retirement" means termination of employment from the Company and its subsidiaries on or after satisfying the early or normal retirement age and service conditions specified in the retirement policy or retirement plan of the Company or one of its subsidiaries applicable to such Key Employee as in effect at the time of such termination.

4. Detrimental Activity.

(a) Activity During Employment. If, prior to termination of the Key Employee's employment with the Company or during the one-year period following termination of the Key Employee's employment with the Company, the Company becomes aware that, prior to termination, the Key Employee had engaged in detrimental activity, then the Committee in its sole discretion, for purposes of this Agreement, may characterize or recharacterize termination of the Key Employee's employment as a termination to which this Section 4 applies and may determine or redetermine the date of such termination, and the Key Employee's rights with respect to the Grant shall be determined in accordance with the Committee's determination.

(b) Activity Following Termination. If, within the six-month period following the Key Employee's termination of employment with the Company, the Company becomes aware that the Key Employee has engaged in detrimental activity subsequent to termination, then the Key Employee's rights with respect to the Grant shall be determined in accordance with any determination by the Committee under this Section 4.

(c) Remedies. If the Key Employee has engaged in detrimental activity as described in subsections (a) and (b), then the Committee may, in its discretion, declare that the Key Employee has forfeited the Grant in whole or in part and/or cause the Key Employee to return any cash or property actually realized by the Key Employee (directly or indirectly) in respect of the Grant, in each case whether or not the Committee has made a vesting determination under Section 2 in respect thereof before or after the date the Key Employee engaged in the detrimental activity or before or after the date of termination as determined or redetermined under subsection (a).

(d) Allegations of Activity. If an allegation of detrimental activity by the Key Employee is made to the Committee, then the Committee may suspend the Key Employee's rights in respect of the Grant to permit the investigation of such allegation.

(e) Definition of "Detrimental Activity." For purposes of this Agreement, "detrimental activity" means activity that is determined by the Committee in its sole discretion to be detrimental to the interests of the Company or any of its subsidiaries, including but not limited to situations where the Key Employee (i) divulges trade secrets of the Company, proprietary data or other confidential information relating to the Company or to the business of the Company or any subsidiaries, (ii) enters into employment with a competitor under circumstances suggesting that the Key Employee will be using unique or special knowledge gained as an employee of the Company to compete with the Company, (iii) uses information obtained during the course of his or her prior employment with the Company for his or her own purposes, such as for the solicitation of business and competition with the Company, (iv) is determined to have engaged (whether or not prior to termination due to retirement) in either gross misconduct or criminal activity harmful to the Company, (v) takes any action that harms the business interests, reputation or goodwill of the Company and/or its subsidiaries or (vii) fails to comply with lawful instruction of the board and in any such case the act or failure to act shall have been determined by the board to be materially harmful to the company, financially or otherwise.

5. Change in Control.

In the event of Key Employee's Termination of Employment following a Change of Control prior to the Committee's determination under Section 2(a), the Company will immediately make payment (in Company shares) in respect of the number of Performance Share Units assuming performance at maximum (200%) levels for the entire period.

6. Voting Rights and Dividend Equivalents.

(a) A Key Employee shall have no voting rights with respect to the Performance Share Units.

(b) After the Performance Period, the Key Employee shall receive a cash payment from the Company equal to any cash dividends paid with respect to the number of shares of Common Stock relating to the Performance Share Units that are earned hereunder.

7. **Tax Withholding; Repurchase.**

(a) It shall be a condition of the obligation of the Company that upon issuance of Common Stock for the Performance Share Units to the Key Employee or the Beneficiary, and the Key Employee agrees, that the Key Employee shall pay to the Company, upon its demand, such amount as may be requested by the Company for the purpose of satisfying its liability to withhold federal, state, or local income or other taxes incurred by reason of the award or as a result of the vesting hereunder or shall provide evidence satisfactory to the Company that the Company has no liability to withhold. The Company may withhold from cash payable in respect of Performance Share Units such amount as may be determined by the Company for the purpose of satisfying its liability to withhold federal, state, or local income or other taxes incurred by reason of such payment.

(b) At each time the Company is obligated to issue Common Stock to the Key Employee or the Beneficiary, the Key Employee or the Beneficiary, as the case may be, may elect to have the Company repurchase up to 45% of the Common Stock to be so issued or released at a price equal to the Fair Market Value (as defined below) on the Tax Date (as defined below). The election must be delivered to the Company within 30 days after the end of fiscal 2014. If the number of shares so determined shall include a fractional share, then the Company shall not be obligated to repurchase such fractional share. All elections shall be made in a form acceptable to the Company. As used herein, (i) “Tax Date” means the date on which the Key Employee must include in his or her gross income for tax purposes the fair market value of the Common Stock and (ii) “Fair Market Value” means the per share closing price on the date in question in the principal market in which the Common Stock is then traded or, if no sales of Common Stock have taken place on such date, the closing price on the most recent date on which selling prices were quoted.

8. **Beneficiary.** The person who the Key Employee designates in writing to the Committee as his or her beneficiary shall be referred to as the “Beneficiary” and shall be entitled to receive Common Stock earned from the Performance Share Units upon vesting following the death of the Key Employee. The Key Employee may from time to time revoke or change his or her Beneficiary without the consent of any prior Beneficiary by filing a new designation with the Committee. The last such designation that the Committee receives shall be controlling; provided, however, that no designation, or change or revocation thereof, shall be effective unless received by the Committee prior to the Key Employee’s death, and in no event shall any designation be effective as of a date prior to such receipt. If no such Beneficiary designation is in effect at the time of the Key Employee’s death, or if no designated Beneficiary survives the Key Employee or if such designation conflicts with law, then the Key Employee’s estate shall be entitled to receive Common Stock earned from the Performance Share Units following the death of the Key Employee and vesting of the Performance Share Units. If the Committee is in doubt as to the right of any person to receive such Performance Share Units, then the Company may retain such Performance Share Units without liability for any interest thereon, until the

Committee determines the person entitled thereto, or the Company may deliver such Common Stock earned from the Performance Share Units upon vesting to any court of appropriate jurisdiction, and such delivery shall be a complete discharge of the liability of the Company therefor.

9. Adjustments in Event of Change in Stock.

In the event of any Change in Capitalization, the Committee shall make such adjustments in the Grant Number and the number of Performance Share Units under this Agreement, or in the terms, conditions or restrictions of this Agreement, as the Committee deems equitable; provided that in the absence of express action by the Committee, adjustments that apply generally to Performance Share Units granted under the Plan shall apply automatically to the Performance Share Units under this Agreement.

10. Powers of the Company Not Affected.

The existence of the Grant shall not affect in any way the right or power of the Company or its stockholders to make or authorize any Change in Capitalization or any change in its business, or any issue of bonds, debentures or stock having rights or preferences equal, superior or affecting the Common Stock or the rights thereof, or dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise. Nothing in this Agreement shall confer upon the Key Employee any right to continue in the employment of the Company or interfere with or limit in any way the right of the Company to terminate the Key Employee's employment at any time.

11. Interpretation by Committee.

The Key Employee agrees that any dispute or disagreement that may arise in connection with this Agreement shall be resolved by the Committee, in its sole discretion, and that any interpretation by the Committee of the terms of this Agreement or the Plan and any determination made by the Committee under this Agreement or such plan may be made in the sole discretion of the Committee and shall be final, binding, and conclusive.

12. Miscellaneous.

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Wisconsin applicable to contracts made and to be performed therein between residents thereof.

(b) The Company may amend or modify this Agreement at any time; provided that the Key Employee must consent to such amendment or modification if the Committee determines that such change would materially reduce the Key Employee's benefits.

(c) The captions of this Agreement are inserted for convenience of reference only and shall not be taken into account in construing this Agreement.

(d) Any notice, filing or delivery hereunder or with respect to the Grant shall be given to the Key Employee at either his or her usual work location or work email address or his or her home address as indicated in the records of the Company, and shall be given to the Committee or the Company at 2801 80th Street, Kenosha, Wisconsin 53143, Attention: Vice President—Human Resources. All such notices shall be given by first class mail, postage pre-paid, or by personal delivery or by email to the Key Employee at his or her Company email address.

(e) This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Key Employee, the Beneficiary and the personal representative(s) and heirs of the Key Employee, except that the Key Employee may not transfer any interest in any Performance Share Units prior to its vesting imposed by Section 1.

(f) This Agreement is intended to comply with Code Section 409A and shall be interpreted accordingly.

(g) This Agreement is subject to the terms of this Company's clawback policy as it may be in effect from time to time and any clawback requirements under law, regulation or exchange rules.

Exhibit 1

[Performance Matrix]

Exhibit 2

[Definition of terms and rules for calculations]

Exhibit 10.2

SNAP-ON INCORPORATED

RESTRICTED STOCK UNIT AGREEMENT

THIS RESTRICTED STOCK UNIT AGREEMENT is granted by SNAP-ON INCORPORATED (the “Company”) to each individual receiving and accepting the offer contained in the Performance Share and Restricted Stock Unit Offer Letter (each such person being known as a “Key Employee”) pursuant to the Company’s 2011 Incentive Stock and Awards Plan (the “Plan”).

WHEREAS, the Company believes it to be in the best interests of the Company, its subsidiaries and its stockholders for its officers and other key employees to have an incentive tied to the price of Common Stock of the Company in order that they will have a greater incentive to work for and manage the Company’s affairs in such a way that its shares may become more valuable; and

WHEREAS, the Company has determined to grant Key Employees Restricted Stock Units pursuant to the terms of the Plan and this Agreement;

NOW, THEREFORE, in consideration of the premises and of the services to be performed by the Key Employee, the Company and the Key Employee hereby agree as follows:

1. Restricted Stock Units.

The Company hereby awards to the Key Employee the number of restricted stock units (the “Restricted Stock Units”) set forth in the Performance Share and Restricted Stock Unit Offer Letter (the “Offer”) under the column titled “Quantity Granted” (hereinafter the “Grant Number.”) The Restricted Stock Units granted under this Agreement are units that will be reflected in a book account maintained by the Company until they become vested or have been forfeited. This award is subject to the terms and conditions of this Agreement and the Plan, including the terms and conditions of the Plan applicable to Performance Units. Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Plan.

2. Restricted Period.

(a) The Restricted Stock Units are subject to vesting over a three-year period, which is referred to as the “Restricted Period.” In the first year of the Restricted Period, the Company’s performance will be measured in accordance with Section 3 and the number of Restricted Stock Units that are eligible for vesting under Section 4 will be determined. The Restricted Stock Units will become vested and earned if the Key Employee continues in employment through the remainder of the Restricted Period or terminates employment as described in Section 4(b). If the Key Employee terminates employment during the Restricted Period for any other reason, then Key Employee’s right to the Restricted Stock Units will be forfeited on the date of such termination of employment.

(b) During the Restricted Period, the Key Employee will not have any right to vote the Restricted Stock Units. The Key Employee will not be deemed a stockholder of the Company with respect to any of the Restricted Stock Units. The Restricted Stock Units may not be sold, assigned, transferred, pledged, encumbered or otherwise disposed of prior to vesting.

(c) After the Restricted Period, the Key Employee shall receive a cash payment from the Company equal to any cash dividends paid with respect to the number of shares of Common Stock relating to the Restricted Stock Units that are earned hereunder.

(d) Within forty-five days after the end of the three-year Restricted Period, the Company shall issue the Key Employee one share of Common Stock for each Restricted Stock Unit which becomes vested.

(e) Notwithstanding the foregoing, in the event of the Key Employee's death, Disability or Retirement in accordance Section 4 (b), the Key Employee's death, Disability or Retirement shall be deemed the end of the Restricted Period and the Company shall issue the Key Employee within forty-five days of such death, Disability or Retirement one share of Common Stock for each Restricted Stock Unit which becomes vested.

3. Performance Condition for the Restricted Stock Units.

The number of Restricted Stock Units that are eligible for vesting under Section 4 will be based upon the following performance conditions:

(a) The performance condition for the Restricted Stock Units is dependent upon performance relative to operating income and RONAEBIT goals for fiscal year 2012. The threshold, target and maximum goals for operating income and RONAEBIT during fiscal year 2012 are as shown on Exhibit 1, and the Restricted Stock Units which become eligible for vesting will be determined in accordance with the performance matrix attached hereto as Exhibit 1 based on actual performance of the Company relative to the goals subject to the terms attached hereto as Exhibit 2. As soon as practicable after the Company's audited financial statements for fiscal 2012 are available to the Committee, the Committee shall calculate the Company's operating income and RONAEBIT data for such year in accordance with the terms attached hereto as Exhibit 2. The Committee shall then plot the operating income and RONAEBIT data on the performance matrix. The resulting position on the matrix shall determine the percentage of the Restricted Stock Units that will become eligible for vesting under Section 4; provided that prior to a Change of Control the Committee, in its discretion, may reduce the number of shares eligible for vesting if the Committee determines that such reduction is appropriate, taking into consideration such factors as the Committee deems relevant. The Company shall promptly communicate the number of shares eligible for vesting to each Key Employee.

(b) Unless the Key Employee has previously forfeited such Restricted Stock Units, if the position on the matrix reflects a percentage greater than zero, then the number of Restricted Stock Units eligible for vesting under Section 4 shall be equal to the product of such percentage and the Grant Number. Upon the Committee's determination as provided above, the Key Employee will forfeit the right to receive the remaining Restricted Stock Units. If the position on the matrix reflects a percentage of zero, then all Restricted Stock Units shall be forfeited.

(c) If any calculation would result in a fraction, any fraction of 0.5 or greater will be rounded to one, and any fraction of less than 0.5 will be rounded to zero.

4. Employment Condition for the Restricted Stock Units.

Subject to the terms and conditions set forth herein,

(a) Except as provided in (b) below and in addition to any rights of the Company under Section 5, the Key Employee will immediately forfeit the right to receive Restricted Stock Units as to which the Committee has not made its vesting determination under Section 3, if the Key Employee terminates employment with the Company and its subsidiaries prior to the end of the Restricted Period. Absence of the Key Employee on leave approved by a duly elected officer of the Company, other than the Key Employee, shall not be considered a termination of employment during the period of such leave.

(b) Notwithstanding the foregoing, in the case of termination of employment in the second or third year of the Restricted Period as a result of death, Disability (as defined below) or Retirement (as defined below), the Key Employee (or Beneficiary) will become vested in the number of Restricted Stock Units determined under Section 3 multiplied by a fraction representing the portion of the three-year period that elapsed before the termination of the Key Employee's employment.

(c) Subject to any rights of the Company under Section 5, the Key Employee will become vested in the number of Restricted Stock Units determined under Section 3 if the Key Employee continues in employment with the Company or its subsidiaries through the end of the Restricted Period. Absence of the Key Employee on leave approved by a duly elected officer of the Company, other than the Key Employee, shall not be considered a termination of employment during the period of such leave.

(d) Whether or not a divestiture of a subsidiary, division or other business unit (including through the formation of a joint venture) results in termination of employment with the Company and its subsidiaries will be at the discretion of the Committee, which discretion the Committee may exercise on a case by case basis.

(e) As used herein,

(i) "Disability" means a medically-determinable physical or mental condition that is expected to be permanent and that results in the Key Employee being unable to perform one or more of the essential duties of the Key Employee's occupation or a reasonable alternative offered by the Company or its subsidiaries, all as determined by the Committee or any successor to such committee that administers the Plan (as the same may be amended).

(ii) "Retirement" means termination of employment from the Company and its subsidiaries on or after satisfying the early or normal retirement age and service conditions specified in the retirement policy or retirement plan of the Company or one of its subsidiaries applicable to such Key Employee as in effect at the time of such termination.

5. Detrimental Activity.

(a) Activity During Employment. If, prior to termination of the Key Employee's employment with the Company or during the one-year period following termination of the Key Employee's employment with the Company, the Company becomes aware that, prior to termination, the Key Employee had engaged in detrimental activity, then the Committee in its sole discretion, for purposes of this Agreement, may characterize or recharacterize termination of the Key Employee's employment as a termination to which this Section 5 applies and may determine or redetermine the date of such termination, and the Key Employee's rights with respect to the Grant shall be determined in accordance with the Committee's determination.

(b) Activity Following Termination. If, within the six-month period following the Key Employee's termination of employment with the Company, the Company becomes aware that the Key Employee has engaged in detrimental activity subsequent to termination, then the Key Employee's rights with respect to the Grant shall be determined in accordance with any determination by the Committee under this Section 5.

(c) Remedies. If the Key Employee has engaged in detrimental activity as described in subsections (a) and (b), then the Committee may, in its discretion, declare that the Key Employee has forfeited the Grant in whole or in part and cause the Company to assume possession of any or all property held in escrow in respect of the Grant in its own right and/or cause the Key Employee to return any cash or property actually realized by the Key Employee (directly or indirectly) in respect of the Grant, in each case whether or not the Committee has made a vesting determination under Section 3 in respect thereof before or after the date the Key Employee engaged in the detrimental activity or before or after the date of termination as determined or redetermined under subsection (a).

(d) Allegations of Activity. If an allegation of detrimental activity by the Key Employee is made to the Committee, then the Committee may suspend the Key Employee's rights in respect of the Grant to permit the investigation of such allegation.

(e) Definition of "Detrimental Activity." For purposes of this Agreement, "detrimental activity" means activity that is detrimental to the interests of the Company or any of its subsidiaries, including but not limited to situations where the Key Employee (i) divulges trade secrets of the Company, proprietary data or other confidential information relating to the Company or to the business of the Company or any subsidiaries, (ii) enters into employment with a competitor under circumstances suggesting that the Key Employee will be using confidential information of the Company to compete with the Company, (iii) uses the Company's confidential or proprietary information obtained during the course of his or her prior employment with the Company for his or her own purposes, such as for the solicitation of business and competition with the Company, (iv) is determined to have engaged (whether or not prior to termination due to retirement) in either gross misconduct or criminal activity harmful to the Company, (v) takes any action that materially harms the business interests, reputation or goodwill of the Company and/or its subsidiaries or (vi) fails to comply with lawful instruction of the board and in any such case the act or failure to act shall have been determined by the board to be materially harmful to the company, financially or otherwise.

6. Change in Control.

In the event of a Key Employee's Termination of Employment following a Change of Control,

(a) If the Termination of Employment occurs in the first year of the Restricted Period, the Company shall issue the Key Employee one share of Common Stock for each Restricted Stock Unit that could become vested, assuming performance at maximum levels.

(b) If the Termination of Employment occurs in the second or third year of the Restricted Period, the Company shall issue the Key Employee one share of Common Stock for each Restricted Stock Unit that is eligible to become vested based upon actual performance in the first year of the Restricted Period.

7. Tax Withholding; Repurchase.

(a) It shall be a condition of the obligation of the Company to issue Restricted Stock Units to the Key Employee or the Beneficiary, and the Key Employee agrees, that the Key Employee shall pay to the Company, upon its demand, such amount as may be requested by the Company for the purpose of satisfying its liability to withhold federal, state, or local income or other taxes incurred by reason of the award or as a result of the vesting hereunder or shall provide evidence satisfactory to the Company that the Company has no liability to withhold.

(b) At each time the Company is obligated to issue Common Stock to the Key Employee or the Beneficiary, the Key Employee or the Beneficiary, as the case may be, may elect to have the Company repurchase up to 45% of the Common Stock to be so issued or released at a price equal to the Fair Market Value (as defined below) on the Tax Date (as defined below). The election must be delivered to the Company thirty days prior to the end of the Restricted Period. If the number of shares so determined shall include a fractional share, then the Company shall not be obligated to repurchase such fractional share. All elections shall be made in a form acceptable to the Company. As used herein, (i) "Tax Date" means the date on which the Key Employee must include in his or her gross income for tax purposes the fair market value of the Common Stock and (ii) "Fair Market Value" means the per share closing price on the date in question in the principal market in which the Common Stock is then traded or, if no sales of Common Stock have taken place on such date, the closing price on the most recent date on which selling prices were quoted.

8. **Beneficiary.** The person who the Key Employee designates in writing to the Committee as his or her beneficiary shall be referred to as the "Beneficiary" and shall be entitled to receive the Restricted Stock Units that vest following the death of the Key Employee. The Key Employee may from time to time revoke or change his or her Beneficiary without the consent of any prior Beneficiary by filing a new designation with the Committee. The last such designation that the Committee receives shall be controlling; provided, however, that no designation, or change or revocation thereof, shall be effective unless received by the Committee prior to the Key Employee's death, and in no event shall any designation be effective as of a date prior to such receipt. If no such Beneficiary designation is in effect at the time of the Key Employee's death, or if no designated Beneficiary survives the Key Employee or if such designation conflicts with law, then the Key Employee's estate shall be entitled to receive the Restricted Stock Units that vest following the death of the Key Employee. If the Committee is in doubt as to the right of any person to receive such Restricted Stock Units, then the Company may retain such Restricted Stock Units, without liability for any interest thereon, until the Committee determines the person entitled thereto, or the Company may deliver such Restricted Stock Units to any court of appropriate jurisdiction, and such delivery shall be a complete discharge of the liability of the Company therefor.

9. **Adjustments in Event of Change in Capitalization.**

In the event of any Change in Capitalization, the Committee shall make such adjustments in the Grant Number and the number of Restricted Stock Units under this Agreement, or in the terms, conditions or restrictions of this Agreement, as the Committee deems equitable; provided that in the absence of express action by the Committee, adjustments that apply generally to Restricted Stock Units granted under the Plan shall apply automatically to the Restricted Stock Units under this Agreement.

10. **Powers of the Company Not Affected.**

The existence of the Grant shall not affect in any way the right or power of the Company or its stockholders to make or authorize any Change in Capitalization or any change in its business, or any issue of bonds, debentures or stock having rights or preferences equal, superior or affecting the Common Stock or the rights thereof, or dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise. Nothing in this Agreement shall confer upon the Key Employee any right to continue in the employment of the Company or interfere with or limit in any way the right of the Company to terminate the Key Employee's employment at any time.

11. Interpretation by Committee.

The Key Employee agrees that any dispute or disagreement that may arise in connection with this Agreement shall be resolved by the Committee, in its sole discretion, and that any interpretation by the Committee of the terms of this Agreement or the Plan and any determination made by the Committee under this Agreement or such plan may be made in the sole discretion of the Committee and shall be final, binding, and conclusive.

12. Miscellaneous.

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Wisconsin applicable to contracts made and to be performed therein between residents thereof.

(b) The Company may amend or modify this Agreement at any time; provided that the Key Employee must consent to such amendment or modification if the Committee determines that such change would materially reduce the Key Employee's benefits.

(c) The captions of this Agreement are inserted for convenience of reference only and shall not be taken into account in construing this Agreement.

(d) Any notice, filing or delivery hereunder or with respect to the Grant shall be given to the Key Employee at either his or her usual work location or work email address or his or her home address as indicated in the records of the Company, and shall be given to the Committee or the Company at 2801 80th Street, Kenosha, Wisconsin 53143, Attention: Vice President—Human Resources. All such notices shall be given by first class mail, postage pre paid, or by personal delivery or by email to the Key Employee at his or her Company email address.

(e) This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Key Employee, the Beneficiary and the personal representative(s) and heirs of the Key Employee, except that the Key Employee may not transfer any interest in any Restricted Stock Units prior to the release of the restrictions imposed by Section 1.

(f) This Agreement is intended to comply with Code Section 409A and shall be interpreted accordingly.

(g) This Agreement is subject to the terms of this Company's clawback policy as it may be in effect from time to time and any clawback requirements under law, regulation or exchange rules.

Exhibit 1

[Performance Matrix]

Exhibit 2

[Definition of terms and rules for calculations]

Exhibit 10.3

SNAP-ON INCORPORATED

RESTRICTED STOCK UNIT AGREEMENT FOR DIRECTORS

THIS RESTRICTED STOCK UNIT AGREEMENT is granted by **SNAP-ON INCORPORATED** (the "Company") to each individual receiving and accepting the offer contained in the Restricted Stock Unit Offer Letter for Directors (each such person being known as a "Director") pursuant to the Company's 2011 Incentive Stock and Awards Plan (the "Plan").

WHEREAS, the Company believes it to be in the best interests of the Company, its subsidiaries and its stockholders for its directors to have an incentive tied to the long term price of Common Stock of the Company in order that they will have a greater incentive to work for and manage the Company's affairs in such a way that its shares may become more valuable over an extended period of time; and

WHEREAS, the Company has determined to grant its directors Restricted Stock Units pursuant to the terms of the Plan and this Agreement;

NOW, THEREFORE, in consideration of the premises and of the services to be performed by the Director, the Company and the Director hereby agree as follows:

1. Restricted Stock Units.

The Company hereby awards to the Director the number of restricted stock units (the "Restricted Stock Units") set forth in the Restricted Stock Unit Offer Letter (the "Offer") under the column titled "Quantity Granted." The Restricted Stock Units granted under this Agreement are units that will be reflected in a book account maintained by the Company until they become vested or have been forfeited. This award is subject to the terms and conditions of this Agreement and the Plan.

2. Restricted Period.

(a) All restrictions for the Restricted Stock Units shall lapse upon the earliest of the Director's retirement from the Board of Directors, the Director's death or a Change of Control (as defined in the Plan). The period prior to the lapse of the restrictions shall be referred to as the "Restricted Period."

(b) During the Restricted Period, the Director will not have any right to vote the Restricted Stock Units. The Director will not be deemed a stockholder of the Company with respect to any of the Restricted Stock Units. The Restricted Stock Units may not be sold, assigned, transferred, pledged, encumbered or otherwise disposed of during the Restricted Period.

(c) During the Restricted Period, the Director shall receive cash payments from the Company equal to any cash dividends paid with respect to the number of shares of Common Stock relating to the Restricted Stock Units.

3. Share Issuance.

(a) Within thirty days after the end of the Restricted Period, the Company shall issue the Director one share of Common Stock for each Restricted Stock Unit.

(b) Notwithstanding Section 3(a) above, the Company may permit the Director to defer delivery of the shares of Common Stock that would otherwise be issued. The Company shall, in its sole discretion, establish the rules and procedures for any deferrals in a manner consistent with Section 409A of the Internal Revenue Code.

4. Beneficiary.

The person who the Director designates in writing to the Company as his or her beneficiary shall be referred to as the "Beneficiary" and shall be entitled to receive the Restricted Stock Units that vest following the death of the Director. The Director may from time to time revoke or change his or her Beneficiary without the consent of any prior Beneficiary by filing a new designation with the Company. The last such designation that the Company receives shall be controlling; provided, however, that no designation, or change or revocation thereof, shall be effective unless received by the Company prior to the Director's death, and in no event shall any designation be effective as of a date prior to such receipt. If no such Beneficiary designation is in effect at the time of the Director's death, or if no designated Beneficiary survives the Director or if such designation conflicts with law, then the Director's estate shall be entitled to receive the Restricted Stock Units that vest following the death of the Director. If the Company is in doubt as to the right of any person to receive such Restricted Stock Units, then the Company may retain such Restricted Stock Units, without liability for any interest thereon, until the Company determines the person entitled thereto, or the Company may deliver such Restricted Stock Units to any court of appropriate jurisdiction, and such delivery shall be a complete discharge of the liability of the Company therefor.

5. Adjustments in Event of Change in Stock.

In the event of any reclassification, subdivision or combination of shares of Common Stock, merger or consolidation of the Company or sale by the Company of all or a portion of its assets, or other event which could, in the judgment of the Committee, distort the implementation of the Grant or the realization of its objectives, the Committee may make such adjustments in the number of Restricted Stock Units under this Agreement, or in the terms, conditions or restrictions of this Agreement, as the Committee deems equitable; provided that in the absence of express action by the Committee, adjustments that apply generally to Restricted Stock Units granted under the Plan shall apply automatically to the Restricted Stock Units under this Agreement.

6. Powers of the Company Not Affected.

The existence of the Grant shall not affect in any way the right or power of the Company or its stockholders to make or authorize any combination, subdivision or reclassification of the Common Stock or any reorganization, merger, consolidation, business combination, exchange of shares, or other change in the Company's capital structure or its business, or any issue of bonds, debentures or stock having rights or preferences equal, superior or affecting the Common Stock or the rights thereof, or dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise. Nothing in this Agreement shall confer upon the Director any right to continue in the service of the Company.

7. Miscellaneous.

(a) This Agreement shall be governed and construed in accordance with the laws of the State of Wisconsin applicable to contracts made and to be performed therein between residents thereof.

(b) This Agreement may not be amended or modified except by the written consent of the parties hereto.

(c) The captions of this Agreement are inserted for convenience of reference only and shall not be taken into account in construing this Agreement.

(d) Any notice, filing or delivery hereunder or with respect to the Grant shall be given to the Director at his or her home address as indicated in the records of the Company, and shall be given to the Committee or the Company at 2801 80th Street, Kenosha, Wisconsin 53143, Attention: Vice President—Human Resources. All such notices shall be given by first class mail, postage pre-paid, or by personal delivery to the Director.

(e) This Agreement shall be binding upon and inure to the benefit of the Company and its successors and assigns and shall be binding upon and inure to the benefit of the Director, the Beneficiary and the personal representative(s) and heirs of the Director, except that the Director may not transfer any interest in any Restricted Stock Units during the Restricted Period.

EXHIBIT 31.1

CERTIFICATIONS

I, Nicholas T. Pinchuk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Snap-on Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 19, 2012

/s/ Nicholas T. Pinchuk
Nicholas T. Pinchuk
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Aldo J. Pagliari, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Snap-on Incorporated;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 19, 2012

/s/ Aldo J. Pagliari
Aldo J. Pagliari
Principal Financial Officer

EXHIBIT 32.1

**Certification of Chief Executive Officer Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Snap-on Incorporated (the "Company") on Form 10-Q for the period ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Nicholas T. Pinchuk as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Nicholas T. Pinchuk
Nicholas T. Pinchuk
Chief Executive Officer
April 19, 2012

EXHIBIT 32.2

Certification of Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Snap-on Incorporated (the "Company") on Form 10-Q for the period ended March 31, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Aldo J. Pagliari as Principal Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Aldo J. Pagliari
Aldo J. Pagliari
Principal Financial Officer
April 19, 2012