

Davis Hubert Jr.
Form 4
May 05, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Hubert Jr.

2. Issuer Name and Ticker or Trading Symbol
STANLEY WORKS [SWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 STANLEY DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Bus.Transformation

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/04/2009		M		5,337	A	\$ 25.125 49,041
Common Stock	05/04/2009		M		100	A	\$ 25.125 49,141
Common Stock	05/04/2009		M		100	A	\$ 25.125 49,241
Common Stock	05/04/2009		M		138	A	\$ 25.125 49,379
Common Stock	05/04/2009		M		100	A	\$ 25.125 49,479

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Common Stock	05/04/2009	M	600	A	\$ 25.125	50,079	D
Common Stock	05/04/2009	M	1,800	A	\$ 25.125	51,879	D
Common Stock	05/04/2009	M	1,200	A	\$ 25.125	53,079	D
Common Stock	05/04/2009	S	100	D	\$ 39.9704	52,979	D
Common Stock	05/04/2009	S	5,337	D	\$ 39.92	47,642	D
Common Stock	05/04/2009	S	1,200	D	\$ 39.94	46,442	D
Common Stock	05/04/2009	S	1,800	D	\$ 39.95	44,642	D
Common Stock	05/04/2009	S	600	D	\$ 39.96	44,042	D
Common Stock	05/04/2009	S	100	D	\$ 39.9608	43,942	D
Common Stock	05/04/2009	S	138	D	\$ 39.97	43,804	D
Common Stock	05/04/2009	S	100	D	\$ 39.9703	43,704	D

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Filing Date
	\$ 25.125	05/04/2009		M	5,337	(1) 06/28/2010	Title	Amount or Number of Shares
				Code	V (A) (D)			

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	100	<u>(1)</u>	06/28/2010	Common Stock	100	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	100	<u>(1)</u>	06/28/2010	Common Stock	100	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	138	<u>(1)</u>	06/28/2010	Common Stock	138	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	100	<u>(1)</u>	06/28/2010	Common Stock	100	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	600	<u>(1)</u>	06/28/2010	Common Stock	600	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	1,800	<u>(1)</u>	06/28/2010	Common Stock	1,800	
Stock Option (Right to Buy)	\$ 25.125	05/04/2009	M	1,200	<u>(1)</u>	06/28/2010	Common Stock	1,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Hubert Jr. 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			SVP, Bus.Transformation	

Signatures

/s/ Bruce H. Beatt,
Attorney-in-Fact

05/05/2009

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 50% of stock option exercisable 36 months and 50% exercisable 60 months following employment date (6/26/2000).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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