

STANLEY WORKS

Form 4

May 01, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCILNAY DONALD R

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

STANLEY WORKS [SWK]

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

04/25/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/25/2008		A		100 <u>(2)</u>	A	\$ 48.95	16,587	I	Through Trusts
Common Stock	04/25/2008		A		1,107 <u>(2)</u>	A	\$ 49.02	17,694	I	Through Trusts
Common Stock	04/25/2008		A		400 <u>(2)</u>	A	\$ 49.04	18,094	I	Through Trusts
Common Stock	04/25/2008		A		500 <u>(2)</u>	A	\$ 48.98	18,594	I	Through Trusts
Common Stock	04/25/2008		A		200 <u>(2)</u>	A	\$ 49.05	18,794	I	Through Trusts

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Common Stock	04/25/2008	A	300 <u>(2)</u>	A	\$ 49.03	19,094	I	Through Trusts
Common Stock	04/25/2008	A	100 <u>(2)</u>	A	\$ 48.99	19,194	I	Through Trusts
Common Stock	04/25/2008	A	93 <u>(2)</u>	A	\$ 49.07	19,287	I	Through Trusts
Common Stock	04/25/2008	A	600 <u>(2)</u>	A	\$ 49.06	19,887	I	Through Trusts
Common Stock	04/25/2008	A	1,600 <u>(2)</u>	A	\$ 48.95	21,487	I	Through Trusts
Common Stock	04/30/2008	G	4,998	D	\$ 0	14,466 <u>(3)</u>	D	
Common Stock	04/30/2008	G	4,998 <u>(1)</u>	A	\$ 0	26,485	I	Through Trusts
Common Stock	03/31/2008	J	120.4381 <u>(7)</u>	A	<u>(6)</u>	2,168.7049	I	Through Computershare under ESPP

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Interest in Employer Stock Fund ⁽⁴⁾	<u>(6)</u>	03/31/2008		A		562.3884 <u>(4)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	562.3884
Interest in Employer Stock Fund ⁽⁵⁾	<u>(6)</u>	03/31/2008		A		290.4412 <u>(5)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock	290.4412

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Date _____

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