#### STANLEY WORKS

Form 4

December 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* PARRS MARIANNE M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

STANLEY WORKS [SWK]

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify Officer (give title

(Check all applicable)

THE STANLEY WORKS, 1000

STANLEY DRIVE

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

Filed(Month/Day/Year)

(Month/Day/Year)

12/15/2008

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW BRITAIN, CT 06053

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

Following

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

7. Title and Amount of 1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (Instr. 3, 4, a) 5)	(D)			
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares	<u>(2)</u>	12/15/2008		A	446.9074	<u>(1)</u>	<u>(3)</u>	Common Stock	446.9074
Deferred Shares	<u>(2)</u>	12/16/2008		A	12.1053	<u>(1)</u>	<u>(3)</u>	Common Stock	12.1053

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PARRS MARIANNE M						
THE STANLEY WORKS	X					
1000 STANLEY DRIVE	Λ					
NEW BRITAIN, CT 06053						

## **Signatures**

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

\*\*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) Currently 100% vested
- (2) Fair market value on date established for payment of fee or dividend
- (3) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which he or she ceases to be a director

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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