LOREE JAMES M Form 4

# March 20, 2007 **FORM 4**

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: 2005

Estimated average burden hours per response... 0.5

# 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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and A LOREE JAN	ddress of Repoi	ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	STANLEY WORKS [SWK] 3. Date of Earliest Transaction	(Check all applicable)			
1000 STAN	LEY DRIVE	,	(Month/Day/Year) 03/16/2007	Director 10% Owner _X_ Officer (give title Other (specify below)  Executive Vice President, CFO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW BRITA	AIN, CT 060	53		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	<b>Derivative</b>	Securi	ities Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/16/2007		Code V A	Amount 37,052 (4)	(D)	Price \$ 0	(Instr. 3 and 4) 65,869	D	
Common Stock	03/16/2007		D	15,358 (5)	D	\$ 53.98	50,511	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)

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# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 (1)	(3)	03/20/2007		D		55.2075 (1)	<u>(3)</u>	<u>(3)</u>	Common Stock	55.2075
Interest in Employer Stock Fund (2)	(3)	03/20/2007		D		171.7727 (2)	<u>(3)</u>	(3)	Common Stock	171.7727

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

Executive Vice President, CFO

### **Signatures**

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

03/20/2007

Date

\*\*Signature of Reporting Person

## **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).
- Represents number of shares held for the reporting person under the Company?s 401(k) Savings Plan as of 2/28/07, including aggregate number of shares acquired or disposed of on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a reduction in associated number of shares.
  - Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 2/28/07,
- (2) including aggregate number of shares acquired on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a reduction in associated number of shares.
- (3) Exempt
- (4) Shares issued pursuant to performance awards under the Company?s 1997 Long Term Incentive Plan for the 2004-2006 performance period.
- (5) Shares withheld to cover taxes with respect to performance awards

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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