

LOREE JAMES M
Form 4
March 20, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LOREE JAMES M

(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)
03/16/2007

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)

Executive Vice President, CFO

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/16/2007		A	(A) or (D) Amount 37,052 (4)	\$ 0	65,869	D
Common Stock	03/16/2007		D	(5) 15,358	\$ 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. 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 ⁽¹⁾	<u>(3)</u>	03/20/2007		D	55.2075 <u>(1)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 55.2075
Interest in Employer Stock Fund ⁽²⁾	<u>(3)</u>	03/20/2007		D	171.7727 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	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

 **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).
- Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 2/28/07, including aggregate
- (1) 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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