Edgar Filing: MATHIEU MARK J - Form 4

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Form 4	IVIANN J										
March 20, 2	007										
FORM	14 UNITEI) STATES					NGE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check the if no lon	ger STATE	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP							Expires:	January 31, 2005	
subject to STATEMENT OF C Section 16. Form 4 or				SECUR					Estimated average burden hours per response 0		
Form 5 obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17	7(a) of the	Public U	tility Hol		ipany	Act of	e Act of 1934, 1935 or Section 0	1		
(Print or Type	Responses)										
MATHIEU MARK J S			Symbol	2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Chec					k all applicable)			
1000 STANLEY DRIVE			(Month/Day/Year) 03/16/2007					Director 10% Owner X Officer (give title Other (specify below) v.P., Human Resources 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
				endment, Date Original onth/Day/Year)							
NEW BRIT	CAIN, CT 06053	}						Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	any		ned n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	l of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	03/16/2007			А	14,619 (<u>3)</u>	А	\$0	19,422	D		
Common Stock	03/16/2007			D	4,598 (4)	D	\$ 53.98	14,824	D		

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

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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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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>(2)</u>	03/20/2007		D	1	18.8337	(2)	(2)	Common Stock	118.8337

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting o wher runte, runteess	Director	10% Owner	Officer	Other			
MATHIEU MARK J 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			V.P., Human Resources				
Signatures							
By: /s/ Bruce H. Beatt, Attorney-in-Fact	03/20/2	03/20/2007					

<u>**</u>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.
- (2) Exempt
- (3) Shares issued pursuant to performance awards under the Company?s 1997 Long Term Incentive Plan for the 2004-2006 performance period.
- (4) 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. 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.