STANLEY WORKS

Form 4 April 26, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

may continue.

See Instruction

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEATT BRUCE H			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1000 STANLEY DRIVE			04/25/2007	_X_ Officer (give title Other (specify below) V.P., Gen. Counsel & Sec'y		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NEW BRITAIN, CT 06053				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction	or Disposed of (D)	Securities	Ownership	Indirect Beneficial			
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Ownership			
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	(Instr. 4)			

,			(Month/Day/Year)	(Instr. 8)	(IIISII. 5, T	ana 5)		Owned	Direct (D)	(Instr. 4)
			(Wionul/Day/Tear)	(msu. o)				Following	or Indirect	(111511.4)
						(4)		Reported	(I)	
						(A) or		Transaction(s)	(Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
	Common Stock	04/25/2007		M	10,000 (4)	A	\$ 41.425	14,375	D	
	Common Stock	04/25/2007		S	10,000 (4)	D	\$ 60	4,375	D	
	Common Stock (5)	04/25/2007		A	17.6124	A	(3)	3,275.3045	I	Through Computershare

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

under ESPP

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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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)			7. Title and Amount Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Interest in Employer Stock Fund (1)	<u>(3)</u>	04/25/2007		A	193.5013	(3)	<u>(3)</u>	Common Stock	193.:
Interest in Employer Stock Fund (2)	(3)	04/25/2007		A	300.5588 (2)	(3)	(3)	Common Stock	300.:
Stock Option (right to buy)	\$ 41.425	04/25/2007		M	10,000 (4)	10/15/2004	10/15/2014	Common Stock	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P., Gen. Counsel & Sec'y

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact 04/26/2007

**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).
- (1) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 3/31/07, including aggregate number of shares acquired on various dates since date of last report

(2)

Reporting Owners 2

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Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 3/31/07, including aggregate number of shares acquired on various dates since date of last report

- (3) Exempt
- (4) Pursuant to 10b5-1 Plan
- (5) Aggregate number of shares held in ESPP as of 4/2/07, including aggregate number of shares acquired on various dates since date of last report

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.