

STANLEY WORKS

Form 4

October 26, 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 *
BEATT BRUCE H

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, X1 06053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STANLEY WORKS [SWK]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2007

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)

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

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 (A) 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/24/2007		M	5,000 ⁽⁴⁾	A \$ 31.31	9,375	D
Common Stock	10/24/2007		S	5,000 ⁽⁴⁾	D \$ 57	4,375	D
Common Stock ⁽⁵⁾	10/24/2007		A	34.6806	A ⁽³⁾	3,309.9851	I
							Through Computershare under ESPP

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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. 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 Number Shares
Interest in Employer Stock Fund <u>(1)</u>	<u>(3)</u>	10/24/2007		D		39.9725	<u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	39.97
Interest in Employer Stock Fund <u>(2)</u>	<u>(3)</u>	10/24/2007		D		87.0599	<u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	87.05
Stock Option (right to buy)	\$ 31.31	10/24/2007		M		5,000	<u>(4)</u>	10/16/2007	10/16/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, X1 06053	V.P., Gen. Counsel & Sec'y

Signatures

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

10/26/2007

____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).

Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 9/30/07, 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.

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- Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 9/30/07, including
- (2) 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.
 - (3) Exempt.
 - (4) Pursuant to 10b5-1 Plan.
 - (5) Aggregate number of shares held in ESPP as of 10/01/07, 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.

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