Edgar Filing: STANLEY WORKS - Form 4

STANLEY WOR Form 4	KS										
March 27, 2008											
FORM 4			GEGU						PPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.	Section 1 Public U	NGES IN SECUF (a) of th (tility Hol	Estimated burden hoi response	urs per							
See Instruction 1(b).		30(h)	of the Ir	ivestment	: Compa	ny Act of 1	.940				
(Print or Type Respor	nses)										
1. Name and Address of Reporting Person <u>*</u> CARDOSO CARLOS M			2. Issue Symbol	er Name and	l Ticker of	r Trading	5. Relationship of Reporting Person(s) to Issuer				
			STANI	LEY WOI	RKS [SV	VK]	(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			X Director 10% Owner Officer (give title Other (specify					
1000 STANLEY DRIVE			03/25/2	2008			below) below)				
() NEW BRITAIN,	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 Form filed by More than One Reporting Person							
	G (()	(7.)					T CISON				
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on	a separate line	e for each cla	ass of secu	urities benet	-	-	-				
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares (1)	\$ 49.695	03/25/2008	А		1.6569 (4)		(2)	(3)	Common Stock	1.6569	\$ 4

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
CARDOSO CARLOS M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Х						
Signatures							
By: /s/ Bruce H. Beatt, Attorney-in-Fact	03/27/2008						
**Signature of Reporting Person	Date						

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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) Book Entry of shares credited to Director's account upon the deferral of dividend payment pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by The Stanley Works
- (2) Currently 100% vested
- (3) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which he ceases to be a director

(4) With dividend equivalent rights

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.