

LOREE JAMES M  
Form 4  
March 05, 2008

**FORM 4**

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

OMB APPROVAL

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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

(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)  
03/03/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 03/03/2008                           |  | A                              |   | 14,186 (5) \$ 0   | D  |   |
| Common Stock                    | 03/03/2008                           |  | D                              |   | 5,880 (6) \$ 49.75  | D  |   |
| Common Stock                    | 12/31/2007                           |  | J                              |   | 14,7939 (4) (3) 2,286.2335  | 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 or Number of Shares |
| Interest in Employer Stock Fund <u>(1)</u> | <u>(3)</u>   | 02/29/2008                           |  | A                              | 46.7512<br><u>(1)</u>   | <u>(3)</u>   | <u>(3)</u>  | Common Stock | 46.7512                    |
| Interest in Employer Stock Fund <u>(2)</u> | <u>(3)</u>   | 02/29/2008                           |  | A                              | 147.6946<br><u>(2)</u>  | <u>(3)</u>   | <u>(3)</u>  | Common Stock | 147.6946                   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| LOREE JAMES M<br>1000 STANLEY DRIVE<br>NEW BRITAIN, CT 06053 |               |           | Executive Vice President, CFO |       |

## Signatures

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

03/05/2008

         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 2/29/08, including aggregate number of shares acquired or disposed of on various dates since date of last report.
- (2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 2/29/08, including aggregate number of shares acquired on various dates since date of last report.
- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 1/31/08, including aggregate number of shares acquired on various dates since date of last report

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- (5) Shares issued pursuant to performance awards under the Company's 1997 Long Term Incentive Plan for the 2005-2007 performance period
- (6) 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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