

STANLEY WORKS
Form 4
May 01, 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 *
MCILNAY DONALD R

(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)
04/25/2008

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)
Pres. Ind. Tools & Emerging Mkts

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 or Price | | |
| Common Stock | 04/25/2008 | | A | | 100 ⁽²⁾ \$ 48.95 | A | Through Trusts |
| Common Stock | 04/25/2008 | | A | | 1,107 ⁽²⁾ \$ 49.02 | A | Through Trusts |
| Common Stock | 04/25/2008 | | A | | 400 ⁽²⁾ \$ 49.04 | A | Through Trusts |
| Common Stock | 04/25/2008 | | A | | 500 ⁽²⁾ \$ 48.98 | A | Through Trusts |
| Common Stock | 04/25/2008 | | A | | 200 ⁽²⁾ \$ 49.05 | A | Through Trusts |

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| | | | | | | | | |
|--------------|------------|---|-------------------------|---|----------------|-----------------------|---|----------------------------------|
| Common Stock | 04/25/2008 | A | 300 ⁽²⁾ | A | \$ 49.03 | 19,094 | I | Through Trusts |
| Common Stock | 04/25/2008 | A | 100 ⁽²⁾ | A | \$ 48.99 | 19,194 | I | Through Trusts |
| Common Stock | 04/25/2008 | A | 93 ⁽²⁾ | A | \$ 49.07 | 19,287 | I | Through Trusts |
| Common Stock | 04/25/2008 | A | 600 ⁽²⁾ | A | \$ 49.06 | 19,887 | I | Through Trusts |
| Common Stock | 04/25/2008 | A | 1,600 ⁽²⁾ | A | \$ 48.95 | 21,487 | I | Through Trusts |
| Common Stock | 04/30/2008 | G | 4,998 | D | \$ 0 | 14,466 ⁽³⁾ | D | |
| Common Stock | 04/30/2008 | G | 4,998 ⁽¹⁾ | A | \$ 0 | 26,485 | I | Through Trusts |
| Common Stock | 03/31/2008 | J | 120.4381 ⁽⁷⁾ | A | ⁽⁶⁾ | 2,168.7049 | 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 displays a currently valid OMB control number.

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(9-02)

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 ⁽⁴⁾ | ⁽⁶⁾ | 03/31/2008 | | A | 562.3884 ⁽⁴⁾ | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 562.3884 |
| Interest in Employer Stock Fund ⁽⁵⁾ | ⁽⁶⁾ | 03/31/2008 | | A | 290.4412 ⁽⁵⁾ | ⁽⁶⁾ ⁽⁶⁾ | Common Stock 290.4412 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCILNAY DONALD R 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | | | Pres.Ind.Tools&Emerging Mkts | |

Signatures

By:/s/ Bruce H. Beatt, 05/01/2008
Attorney-in-Fact

 **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) Shares gifted to a revocable trust for the benefit of the reporting person's daughter
- (2) Shares acquired by a revocable trust established by the reporting person's spouse for the benefit of the reporting person's daughter
- (3) Due to arithmetical errors, the number of shares directly held by the reporting person has been overstated in Form 4s filed since April 24, 2007. The correct total as of the date hereof is set forth herein
- (4) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 3/31/08, including aggregate number of shares acquired on various dates since date of last report
- (5) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 3/31/08, including aggregate number of shares acquired on various dates since date of last report
- (6) Exempt
- (7) Aggregate number of shares held in ESPP as of 4/16/08, 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.