

Davis Hubert Jr.
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 *
Davis Hubert Jr.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 STANLEY DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP, Bus.Transformation

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/03/2008		A	6,273 (5)	\$ 0	29,991	D
Common Stock	03/03/2008		D	1,973 (6)	\$ 49.75	28,018	D
Common Stock	01/31/2008		J	105.98 (4)	(3)	3,052.027	I Through Computershare under ESPP

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

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(9-02)

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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
Interest in Employer Stock Fund <u>(1)</u>	<u>(3)</u>	02/29/2008		A		38.7317	<u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	38.7317
Interest in Employer Stock Fund <u>(2)</u>	<u>(3)</u>	02/29/2008		A		47.1888	<u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	47.1888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Hubert Jr. 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			SVP, Bus.Transformation	

Signatures

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