

STANLEY WORKS
Form 4
December 11, 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)
12/09/2008

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)
Common Stock ⁽⁹⁾	12/10/2008		D	492 ⁽²⁾	D \$ 34 54,926	D	
Common Stock	12/09/2008		A	18,656 ⁽³⁾	A \$ 0 73,582	D	
Common Stock ⁽⁴⁾ ₍₈₎					1,166.1566	I	Through Computershare Under Esp

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Option (Right to Buy)	\$ 33.345	12/09/2008		A	63,400	<u>(1)</u>	12/09/2018	Common Stock	
Interest In Employer Stock Fund (401(k) Plan) <u>(6)</u> <u>(11)</u>	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,
Interest in Employer Stock Fund (Supplemental Plan) <u>(7)</u> <u>(12)</u>	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	3,
Restricted Stock Units <u>(10)</u>	\$ 29.6563					09/11/2002	09/11/2012	Common Stock	.

Reporting Owners

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

Signatures

/s/ Bruce H. Beatt 12/11/2008

**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) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Shares withheld to cover taxes on vesting of restricted stock units
- (3) Shares to be delivered on vesting of restricted stock units that vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (4) Aggregate number of shares held in ESPP as of the last day of the calendar month prior to the date of this report including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (5) Exempt
- (6) Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of the last day of the calendar month prior to the date of this report including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (7) Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month prior to the date of this report including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since this balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (8) Since the date of the reporting person's last ownership report he transferred a number of shares held in the ESPP to his ex-wife pursuant to a domestic relations order.
- (9) Since the date of the reporting person's last ownership report he transferred a number of shares, and employee stock options to purchase 287,500 shares to his ex-wife pursuant to a domestic relations order.
- (10) Since the date of the reporting person's last ownership report he transferred 40,000 restricted stock units to his ex-wife pursuant to a domestic relations order.
- (11) Since the date of the reporting person's last ownership report he transferred a number of shares held under the Company's 401(k) Plan to his ex-wife pursuant to a domestic relations order.
- (12) Since the date of the reporting person's last ownership report he transferred a number of shares held under the Company's Supplemental Plan to his ex-wife pursuant to a domestic relations order.

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.