STANLEY WORKS

Form 4

December 17, 2008

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

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response...

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAMPBELL PATRICK D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

STANLEY WORKS [SWK]

(Check all applicable)

(First) (Middle) (Last)

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

X_ Director Officer (give title below)

10% Owner Other (specify

1000 STANLEY DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

12/15/2008

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW BRITAIN, CT 06053

(City)

Security

(Instr. 3)

(State) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(A) or

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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.

SEC 1474 (9-02)

(Instr. 4)

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

(Zip)

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security			Disposed of (Instr. 3, 4, at 5)	· /			
			Code \	7 (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares	<u>(2)</u>	12/15/2008	A	368.3303 (4)	<u>(1)</u>	(3)	Common Stock	368.3303
Deferred Shares	<u>(2)</u>	12/16/2008	A	3.8355 <u>(5)</u>	<u>(1)</u>	(3)	Common Stock	3.8355

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner runners	Director	10% Owner	Officer	Other		
CAMPBELL PATRICK D 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	X					

Signatures

/s/ Bruce H. Beatt, 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) Currently 100% vested
- (2) Fair market value on date established for payment of fee or dividend
- (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 or she ceases to be a director
- (4) Book Entry of shares credited to Director's account upon the deferral of retainer and/or chairperson fee pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by The Stanley Works
- (5) 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

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.

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