

STANLEY WORKS
Form 4
April 26, 2007

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 *
Chen Jeff Hung-Tse

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

NEW BRITIAN, CT 06053

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Pres.Stanley Asia

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (D) Price | | |
| Common Stock | 04/25/2007 | | M | | 2,500 (4) | A | \$ 31.31 11,652 D |
| Common Stock | 04/25/2007 | | S | | 2,500 (4) | D | \$ 60 9,152 D |
| Common Stock | 04/25/2007 | | M | | 2,500 (4) | A | \$ 35.705 11,652 D |
| Common Stock | 04/25/2007 | | S | | 2,500 (4) | D | \$ 60 9,152 D |
| Common Stock | 04/25/2007 | | M | | 1,000 (4) | A | \$ 39 10,152 D |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|-----------|--------|---|
| Common Stock | 04/25/2007 | S | <u>1,000</u> (4) | D | \$ 60 | 9,152 | D |
| Common Stock | 04/25/2007 | M | <u>5,000</u> (4) | A | \$ 41.425 | 14,152 | D |
| Common Stock | 04/25/2007 | S | <u>5,000</u> (4) | D | \$ 60 | 9,152 | D |
| Common Stock | 04/25/2007 | M | <u>2,500</u> (4) | A | \$ 30.96 | 11,652 | D |
| Common Stock | 04/25/2007 | S | <u>2,500</u> (4) | D | \$ 60 | 9,152 | D |

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)

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 |
| Interest in Employer Stock Fund ⁽¹⁾ | (3) | 04/25/2007 | | A | | 566.6743 | | (3) | (3) | Common Stock | 5 |
| Interest in Employer Stock Fund ⁽²⁾ | (3) | 04/25/2007 | | A | | 137.2262 | | (3) | (3) | Common Stock | 1 |
| Stock Option (right to buy) | \$ 31.31 | 04/25/2007 | | M | | <u>2,500</u> (4) | | 10/16/2003 | 10/15/2013 | Common Stock | 2 |
| Stock Option (right to buy) | \$ 35.705 | 04/25/2007 | | M | | <u>2,500</u> (4) | | 12/17/2003 | 12/20/2013 | Common Stock | 2 |
| Stock Option | \$ 39 | 04/25/2007 | | M | | <u>1,000</u> (4) | | 10/19/2001 | 10/18/2011 | Common Stock | 1 |

(right to buy)

Stock Option (right to buy)

\$ 41.425

04/25/2007

M

5,000
(4)

10/15/2004 10/15/2014

Common Stock

Stock Option (right to buy)

\$ 30.96

04/25/2007

M

2,500
(4)

10/17/2002 10/16/2012

Common Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| Chen Jeff Hung-Tse 1000 STANLEY DRIVE NEW BRITIAN, CT 06053 | | | Pres. | Stanley Asia |

Signatures

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

04/26/2007

__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 3/31/07, including aggregate number of shares acquired 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 3/31/07, including aggregate number of shares acquired on various dates since date of last report
- (3) Exempt
- (4) Pursuant to 10b5-1 Plan

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.