

Bontrager D Brett
 Form 3
 July 25, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Bontrager D Brett</p> <p>(Last) (First) (Middle)</p> <p>1000 STANLEY DRIVE</p> <p>(Street)</p> <p>NEW BRITAIN,Â CTÂ 06053</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/01/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STANLEY WORKS [SWK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP Bus. Dev./Pres. CSS</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,438 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
NQSO (rights to buy)	Â (2)	12/18/2012	Common Stock	5,000	\$ 34.43	D	Â
NQSO (rights to buy)	Â (2)	10/15/2013	Common Stock	2,500	\$ 31.31	D	Â
NQSO (rights to buy)	Â (2)	12/20/2013	Common Stock	7,500	\$ 35.705	D	Â
NQSO (rights to buy)	Â (3)	10/15/2014	Common Stock	5,000	\$ 41.425	D	Â
NQSO (rights to buy)	Â (2)	07/26/2015	Common Stock	16,667	\$ 49.595	D	Â
NQSO (rights to buy)	Â (4)	12/13/2015	Common Stock	3,750	\$ 47.195	D	Â
NQSO (rights to buy)	Â (5)	12/11/2016	Common Stock	5,000	\$ 51.135	D	Â
NQSO (rights to buy)	Â (6)	12/10/2017	Common Stock	7,500	\$ 51.125	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bontrager D Brett 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Â	Â	Â VP Bus. Dev./Pres. CSS	Â

Signatures

D. Brett
Bontrager

07/25/2008

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All of the shares directly held are RSUs, of which 468 vest on 12/10/08, 313 vest on 12/11/08, 312 vest on 12/13/08, 469 vest on 12/10/09, 312 vest on 12/11/09, 313 vest on 12/13/09, 469 vest on 12/10/2010, 313 vest on 12/11/2010 and 469 vest on 12/10/2011
- (2) Currently vested
- (3) 2,500 shares are currently exercisable, 2,500 shares are exercisable on 10/15/08
- (4) 1,250 shares are currently exercisable, 1,250 shares exercisable on 12/13/08 and 1,250 shares exercisable on 12/13/09
- (5) 1,250 shares are currently exercisable, 1,250 shares are exercisable on 12/11/08, 1,250 shares are exercisable on 12/11/09 and 1,250 shares are exercisable on 12/11/2010
- (6)

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1,875 shares are exercisable on 12/10/08, 1,875 shares are exercisable on 12/10/09, 1,875 shares are exercisable on 12/10/2010 and 1,875 shares are exercisable on 12/10/2011

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.