

STANLEY WORKS
Form 4
January 30, 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 *
MCILNAY DONALD R

(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)
01/26/2007

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)
Pres.Ind.Tools& Emerging Mkts.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/26/2007 | | M | | 12,500 (4) A \$ 30.96 27,445 | D | |
| Common Stock | 01/26/2007 | | S | | 12,500 (4) D \$ 55 14,945 | D | |
| Common Stock | 01/26/2007 | | M | | 20,000 (4) A \$ 39 34,945 | D | |
| Common Stock | 01/26/2007 | | S | | 20,000 (4) D \$ 55 14,945 | D | |
| Common Stock | 01/26/2007 | | M | | 5,000 (4) A \$ 39.735 19,945 | D | |

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| | | | | | | | | |
|------------------|------------|---|---------------|---|-------|------------|---|----------------------------------|
| Common Stock | 01/26/2007 | S | 5,000 (4) | D | \$ 55 | 14,945 | D | |
| Common Stock (3) | 01/30/2007 | J | 9.2447 (3) | A | (2) | 1,532.7307 | 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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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Interest in Employer Stock Fund (1) | (2) | 01/30/2007 | | A | 136.44 (1) | (2) | (2) | Common Stock | 13 |
| Stock Option (right to buy) | \$ 30.96 | 01/26/2007 | | M | 12,500 (4) | 12/17/2002 | 12/16/2012 | Common Stock | 12 |
| Stock Option (right to buy) | \$ 39 | 01/26/2007 | | M | 20,000 (4) | 10/19/2001 | 10/18/2011 | Common Stock | 20 |
| Stock Option (right to buy) | \$ 39.735 | 01/26/2007 | | M | 5,000 (4) | 01/23/2004 | 01/23/2014 | Common Stock | 5 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pres. Ind. Tools & Emerging Mkts.

MCILNAY DONALD R
1000 STANLEY DRIVE
NEW BRITAIN, CT 06053

Signatures

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

01/30/2007

__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 12/31/06, including aggregate number of shares acquired on various dates since date of last report
- (2) Exempt
- (3) Aggregate number of shares held in ESPP as of 12/26/06, including aggregate number of shares acquired on various dates since date of last report
- (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.
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