

MATHIEU MARK J
Form 4
April 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 *
MATHIEU MARK J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/26/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P., Human Resources

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	04/26/2007		M	5,000 A \$ 39	19,824	D	
Common Stock	04/26/2007		S	5,000 D \$ 60.1388	14,824	D	
Common Stock	04/26/2007		M	2,991 A \$ 39	17,815	D	
Common Stock	04/26/2007		S	2,991 D \$ 59.6183	14,824	D	
Common Stock	04/26/2007		M	5,000 A \$ 39	19,824	D	

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Common Stock	04/26/2007	S	5,000	D	\$ 59.5504	14,824	D
Common Stock	04/26/2007	M	10,000	A	\$ 39	24,824	D
Common Stock	04/26/2007	S	10,000	D	\$ 59.55	14,824	D
Common Stock	04/26/2007	M	2,009	A	\$ 39	16,833	D
Common Stock	04/26/2007	S	2,009	D	\$ 59.5569	14,824	D

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

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(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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Interest in Employer Stock Fund ⁽¹⁾	<u>(2)</u>	04/26/2007		A	156.1566	<u>(2)</u>	<u>(2)</u>	Common Stock
Stock Option (right to buy)	\$ 39	04/26/2007		M	25,000	10/19/2001	10/18/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHIEU MARK J 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			V.P., Human Resources	

Signatures

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

04/30/2007

__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 reporting person under the Company's 401(k) Savings Plan as of 3/31/07, including aggregate number of shares acquired or disposed of on various dates since date of last report
- (2) Exempt

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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