

MCILNAY DONALD R
Form 4
December 11, 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

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)
12/10/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres.Ind.Tools& Emerging Mkts

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	12/10/2007		A		3,750 ⁽⁶⁾	A	\$ 0 33,950	D	
Common Stock	10/31/2007		J		303.8798 ⁽⁴⁾	A	⁽³⁾ 2,035.0129	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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
Interest in Employer Stock Fund ⁽¹⁾	<u>(3)</u>	11/30/2007		D	36.1712 ⁽¹⁾		<u>(3)</u>	Common Stock
Interest in Employer Stock Fund ⁽²⁾	<u>(3)</u>	11/30/2007		A	581.3287 ⁽²⁾		<u>(3)</u>	Common Stock
Stock Option (right to buy)	\$ 51.125	12/10/2007		M	15,000 ⁽⁵⁾		<u>(5)</u> 12/09/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCILNAY DONALD R 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Pres.Ind.Tools& Emerging Mkts	

Signatures

By: /s/ Bruce H. Beatt,
Attorney-in-Fact
12/11/2007

**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 11/30/07, including aggregate number of shares acquired or disposed of on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a small reduction in associated number of shares.

(2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 11/30/07, including aggregate number of shares acquired on various dates since date of last report.

(3) Exempt

(4)

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Aggregate number of shares held in ESPP as of 10/31/07, including aggregate number of shares acquired on various dates since date of last report

- (5) The option will become exercisable in four equal annual installments on December 10, 2008, 2009, 2010 and 2011
- (6) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 10, 2008

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.