STANLEY WORKS
Form 4
May 01, 2008

FORM 4

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

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

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).

(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)
04/25/2008

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.Ind.Tools&Emerging Mkts

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	(A) or (D)	Price			
Common Stock	04/25/2008		A		100 (2)	A	$ 48.95	16,587	I	Through Trusts
Common Stock	04/25/2008		A		1,107 (2)	A	$ 49.02	17,694	I	Through Trusts
Common Stock	04/25/2008		A		400 (2)	A	$ 49.04	18,094	I	Through Trusts
Common Stock	04/25/2008		A		500 (2)	A	$ 48.98	18,594	I	Through Trusts
Common Stock	04/25/2008		A		200 (2)	A	$ 49.05	18,794	I	Through Trusts

Common Stock	04/25/2008		A	300 (2)	A	$ 49.03	19,094	I	Through Trusts
Common Stock	04/25/2008		A	100 (2)	A	$ 48.99	19,194	I	Through Trusts
Common Stock	04/25/2008		A	93 (2)	A	$ 49.07	19,287	I	Through Trusts
Common Stock	04/25/2008		A	600 (2)	A	$ 49.06	19,887	I	Through Trusts
Common Stock	04/25/2008		A	1,600 (2)	A	$ 48.95	21,487	I	Through Trusts
Common Stock	04/30/2008		G	4,998	D	$ 0	14,466 (3)	D	
Common Stock	04/30/2008		G	4,998 (1)	A	$ 0	26,485	I	Through Trusts
Common Stock	03/31/2008		J	120.4381 (7)	A	(6)	2,168.7049	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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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Interest in Employer Stock Fund (4)	(6)	03/31/2008		A		562.3884 (4)		(6)	(6)	Common Stock	562.3884
Interest in Employer Stock Fund (5)	(6)	03/31/2008		A		290.4412 (5)		(6)	(6)	Common Stock	290.4412

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	05/01/2008
**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) Shares gifted to a revocable trust for the benefit of the reporting person's daughter

(2) Shares acquired by a revocable trust established by the reporting person's spouse for the benefit of the reporting person's daughter

(3) Due to arithmetical errors, the number of shares directly held by the reporting person has been overstated in Form 4s filed since April 24, 2007. The correct total as of the date hereof is set forth herein

(4) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 3/31/08, including aggregate number of shares acquired on various dates since date of last report

(5) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 3/31/08, including aggregate number of shares acquired on various dates since date of last report

(6) Exempt

(7) Aggregate number of shares held in ESPP as of 4/16/08, including aggregate number of shares acquired on various dates since date of last report

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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