

Davis Hubert Jr.  
Form 4  
May 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Davis Hubert Jr.

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)  
05/04/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SVP, Bus.Transformation

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                    | 05/04/2009                           |  | M                              |   | 5,337   | A  | \$ 25.125 49,041                                      | D |
| Common Stock                    | 05/04/2009                           |  | M                              |   | 100   | A  | \$ 25.125 49,141                                      | D |
| Common Stock                    | 05/04/2009                           |  | M                              |   | 100   | A  | \$ 25.125 49,241                                      | D |
| Common Stock                    | 05/04/2009                           |  | M                              |   | 138   | A  | \$ 25.125 49,379                                      | D |
| Common Stock                    | 05/04/2009                           |  | M                              |   | 100   | A  | \$ 25.125 49,479                                      | D |

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|              |            |   |       |   |            |        |   |
|--------------|------------|---|-------|---|------------|--------|---|
| Common Stock | 05/04/2009 | M | 600   | A | \$ 25.125  | 50,079 | D |
| Common Stock | 05/04/2009 | M | 1,800 | A | \$ 25.125  | 51,879 | D |
| Common Stock | 05/04/2009 | M | 1,200 | A | \$ 25.125  | 53,079 | D |
| Common Stock | 05/04/2009 | S | 100   | D | \$ 39.9704 | 52,979 | D |
| Common Stock | 05/04/2009 | S | 5,337 | D | \$ 39.92   | 47,642 | D |
| Common Stock | 05/04/2009 | S | 1,200 | D | \$ 39.94   | 46,442 | D |
| Common Stock | 05/04/2009 | S | 1,800 | D | \$ 39.95   | 44,642 | D |
| Common Stock | 05/04/2009 | S | 600   | D | \$ 39.96   | 44,042 | D |
| Common Stock | 05/04/2009 | S | 100   | D | \$ 39.9608 | 43,942 | D |
| Common Stock | 05/04/2009 | S | 138   | D | \$ 39.97   | 43,804 | D |
| Common Stock | 05/04/2009 | S | 100   | D | \$ 39.9703 | 43,704 | D |

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 Securities (Instr. 3 and 4) | 8. Filing Date             |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  | \$ 25.125  | 05/04/2009                           |  | M                              | 5,337   | (1) 06/28/2010   | Title   | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                            |

| Stock Option (Right to Buy) |           |            |   |       |            |            |              | Common Stock |  |
|-----------------------------|-----------|------------|---|-------|------------|------------|--------------|--------------|--|
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 100   | <u>(1)</u> | 06/28/2010 | Common Stock | 100          |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 100   | <u>(1)</u> | 06/28/2010 | Common Stock | 100          |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 138   | <u>(1)</u> | 06/28/2010 | Common Stock | 138          |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 100   | <u>(1)</u> | 06/28/2010 | Common Stock | 100          |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 600   | <u>(1)</u> | 06/28/2010 | Common Stock | 600          |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 1,800 | <u>(1)</u> | 06/28/2010 | Common Stock | 1,800        |  |
| Stock Option (Right to Buy) | \$ 25.125 | 05/04/2009 | M | 1,200 | <u>(1)</u> | 06/28/2010 | Common Stock | 1,200        |  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Davis Hubert Jr.<br>1000 STANLEY DRIVE<br>NEW BRITAIN, CT 06053 |               |           | SVP, Bus.Transformation |       |

## Signatures

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

05/05/2009

\_\_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) 50% of stock option exercisable 36 months and 50% exercisable 60 months following employment date (6/26/2000).

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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