#### STANLEY WORKS

Form 4

December 11, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

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Form filed by More than One Reporting

Person

January 31, 2005

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LOREE JAMES M Issuer Symbol STANLEY WORKS [SWK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title \_ Other (specify 1000 STANLEY DRIVE 12/09/2008 below) Executive Vice President, CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

#### NEW BRITAIN, CT 06053

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativo	e Secu	rities A	acquired, Dispos	sed of, or Ben	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
Common Stock (9)	12/10/2008		D	492 (2)	D		54,926	D	
Common Stock	12/09/2008		A	18,656 (3)	A	\$0	73,582	D	
Common Stock (4) (8)							1,166.1566	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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# displays a currently valid OMB control number.

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Stock Option (Right to Buy)	\$ 33.345	12/09/2008		A	63,400	<u>(1)</u>	12/09/2018	Common Stock	
Interest In Employer Stock Fund (401(k) Plan)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,
Interest in Employer Stock Fund (Supplemental Plan) (7) (12)	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	3,0
Restricted Stock Units (10)	\$ 29.6563					09/11/2002	09/11/2012	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

Executive Vice President, CFO

## **Signatures**

/s/ Bruce H. 12/11/2008 Beatt

\*\*Signature of Date Reporting Person

Reporting Owners 2

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## **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) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) Shares withheld to cover taxes on vesting of restricted stock units
- (3) Shares to be delivered on vesting of restricted stock units that vest in four equal annual installments beginning on the first anniversary of the date of grant.
- Aggregate number of shares held in ESPP as of the last day of the calendar month prior to the date of this report including shares

  (4) acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (5) Exempt
- Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of the last day of the calendar month prior to the date of this report including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month prior to the date of this report including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since this balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (8) Since the date of the reporting person's last ownership report he transferred a number of shares held in the ESPP to his ex-wife pursuant to a domestic relations order.
- (9) Since the date of the reporting person's last ownership report he transferred a number of shares, and employee stock options to purchase 287,500 shares to his ex-wife pursuant to a domestic relations order.
- (10) Since the date of the reporting person's last ownership report he transferred 40,000 restricted stock units to his ex-wife pursuant to a domestic relations order.
- (11) Since the date of the reporting person's last ownership report he transferred a number of shares held under the Company's 401(k) Plan to his ex-wife pursuant to a domestic relations order.
- (12) Since the date of the reporting person's last ownership report he transferred a number of shares held under the Company's Supplemental Plan to his ex-wife pursuant to a domestic relations order.

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.