Ansell Jeffrey D Form 4 March 05, 2008

### FORM 4

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

**OMB APPROVAL** OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ansell Jeffrey D Issuer Symbol STANLEY WORKS [SWK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title 1000 STANLEY DRIVE 03/03/2008 below) V.P., Pres. Consumer Tools (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 Form filed by More than One Reporting NEW BRITAIN, CT 06053 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	` '	
Common Stock	03/03/2008		A	1,387 (5)	A	\$0	30,852	D	
Common Stock	03/03/2008		D	436 (6)	A	\$ 49.75	30,416	D	
Common Stock	01/31/2008		J	59.2203 ( <u>4)</u>	A	(3)	1,785.313	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 orDerivative 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 (1)	(3)	02/29/2008		A	27.2701 (1)	<u>(3)</u>	(3)	Common Stock	27.2701
Interest in Employer Stock Fund (2)	(3)	02/29/2008		A	25.1627 (2)	(3)	<u>(3)</u>	Common Stock	25.1627

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Ansell Jeffrey D 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P., Pres. Consumer Tools

# **Signatures**

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

Date

03/05/2008

\*\*Signature of Reporting Person

### **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 2/29/08, including aggregate number of shares acquired or disposed of on various dates since date of last report.
- (2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 2/29/08, including aggregate number of shares acquired on various dates since date of last report.
- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 1/31/08, including aggregate number of shares acquired on various dates since date of last report

Reporting Owners 2

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- (5) Shares issued pursuant to performance awards under the Company?s 1997 Long Term Incentive Plan for the 2005-2007 performance period
- (6) Shares withheld to cover taxes with respect to performance awards

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.