

STANLEY WORKS  
Form 4  
October 26, 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 \*  
**BROWN STILLMAN B**

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)  
**10/24/2007**

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

**NEW BRITAIN, CT 06053**

(City) (State) (Zip)

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

**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	10/24/2007		M		2,000 A \$ 44.41	34,000	D
Common Stock	10/24/2007		S		2,000 D \$ 56.6579	32,000	D
Common Stock	10/24/2007		M		2,000 A \$ 51.8438	34,000	D
Common Stock	10/24/2007		S		2,000 D \$ 56.6579	32,000	D
Common Stock	10/24/2007		M		2,000 A \$ 30.9063	34,000	D
	10/24/2007		S		2,000 D	32,000	D

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Common Stock						\$ 56.6579		
Common Stock	10/24/2007		M	2,500	A	\$ 28.375	34,500	D
Common Stock	10/24/2007		S	2,500	D	\$ 56.6579	32,000	D
Common Stock	10/24/2007		M	3,000	A	\$ 34.62	35,000	D
Common Stock	10/24/2007		S	3,000	D	\$ 56.6579	32,000	D
Common Stock	10/24/2007		M	3,000	A	\$ 48.02	35,000	D
Common Stock	10/24/2007		S	3,000	D	\$ 56.6579	32,000	D
Common Stock	10/24/2007		M	3,000	A	\$ 23.22	35,000	D
Common Stock	10/24/2007		S	3,000	D	\$ 56.6579	32,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 44.41	10/24/2007		M	2,000	12/17/1998 12/16/2007	Common Stock	2,000
	\$ 51.8438	10/24/2007		M	2,000	04/24/1999 04/24/2008		2,000

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 30.9063	10/24/2007	M	2,000	04/28/2000	04/28/2009		Common Stock	2,000
Stock Option (right to buy)	\$ 28.375	10/24/2007	M	2,500	04/20/2001	04/20/2010		Common Stock	2,500
Stock Option (right to buy)	\$ 34.62	10/24/2007	M	3,000	04/19/2002	04/19/2011		Common Stock	3,000
Stock Option (right to buy)	\$ 48.02	10/24/2007	M	3,000	04/25/2003	04/25/2012		Common Stock	3,000
Stock Option (right to buy)	\$ 23.22	10/24/2007	M	3,000	04/23/2004	04/23/2013		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BROWN STILLMAN B 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	X			

## Signatures

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

10/26/2007

\_\_\_\_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).

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.