

STANLEY WORKS  
Form 4  
January 30, 2007

**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 \*  
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)  
01/26/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres.Ind.Tools& Emerging Mkts.

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	01/26/2007		M		12,500 (4) A \$ 30.96 27,445	D	
Common Stock	01/26/2007		S		12,500 (4) D \$ 55 14,945	D	
Common Stock	01/26/2007		M		20,000 (4) A \$ 39 34,945	D	
Common Stock	01/26/2007		S		20,000 (4) D \$ 55 14,945	D	
Common Stock	01/26/2007		M		5,000 (4) A \$ 39.735 19,945	D	

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Common Stock	01/26/2007	S	5,000 (4)	D	\$ 55	14,945	D	
Common Stock (3)	01/30/2007	J	9.2447 (3)	A	(2)	1,532.7307	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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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Interest in Employer Stock Fund (1)	(2)	01/30/2007		A	136.44 (1)	(2)	(2)	Common Stock	13
Stock Option (right to buy)	\$ 30.96	01/26/2007		M	12,500 (4)	12/17/2002	12/16/2012	Common Stock	12
Stock Option (right to buy)	\$ 39	01/26/2007		M	20,000 (4)	10/19/2001	10/18/2011	Common Stock	20
Stock Option (right to buy)	\$ 39.735	01/26/2007		M	5,000 (4)	01/23/2004	01/23/2014	Common Stock	5

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Pres. Ind. Tools & Emerging Mkts.

MCILNAY DONALD R  
1000 STANLEY DRIVE  
NEW BRITAIN, CT 06053

## Signatures

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

01/30/2007

\_\_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).
- (1) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 12/31/06, including aggregate number of shares acquired on various dates since date of last report
- (2) Exempt
- (3) Aggregate number of shares held in ESPP as of 12/26/06, including aggregate number of shares acquired on various dates since date of last report
- (4) Pursuant to 10b5-1 Plan

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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