

LOREE JAMES M
Form 4
May 04, 2009

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 *
LOREE JAMES M

(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)
05/01/2009

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)
Executive Vice President, COO

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	05/01/2009		D		4,100	D	\$ 37.5002 76,970
Common Stock	05/01/2009		D		100	D	\$ 37.833 76,870
Common Stock	05/01/2009		D		200	D	\$ 37.824 76,670
Common Stock	05/01/2009		D		400	D	\$ 37.843 76,270
Common Stock	05/01/2009		D		200	D	\$ 37.852 76,070

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Common Stock	05/01/2009		D	200	D	\$ 37.844	75,870	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.78	73,870	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.7272	71,870	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.7595	69,870	D
Common Stock	05/01/2009		D	900	D	\$ 37.9	68,970	D
Common Stock	05/01/2009		D	3,000	D	\$ 37.564	65,970	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.627	63,970	D
Common Stock	05/01/2009		D	3,000	D	\$ 37.6353	60,970	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.8385	58,970	D
Common Stock	05/01/2009		D	2,000	D	\$ 37.7105	56,970	D
Common Stock	05/01/2009		D	100	D	\$ 37.812	56,870	D
Common Stock	05/01/2009		D	100	D	\$ 37.775	56,770	D
Common Stock	05/01/2009		D	900	D	\$ 37.77	55,870	D
Common Stock	05/01/2009		D	200	D	\$ 37.843	55,670	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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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Executive Vice President, COO	

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact	05/04/2009
**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).

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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