

STANLEY WORKS  
Form 4  
January 30, 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 \*  
Chen Jeff Hung-Tse

(Last) (First) (Middle)  
1000 STANLEY DRIVE  
(Street)

NEW BRITIAN, 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.Stanley Asia

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		250 <sup>(4)</sup> A \$ 43.41	7,132	D
Common Stock	01/26/2007		S		250 <sup>(4)</sup> D \$ 55	6,882	D
Common Stock	01/26/2007		M		500 <sup>(4)</sup> A \$ 24.41	7,382	D
Common Stock	01/26/2007		S		500 <sup>(4)</sup> D \$ 55	6,882	D
Common Stock	01/26/2007		M		500 <sup>(4)</sup> A \$ 19.3438	7,382	D

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Common Stock	01/26/2007	S	500 <sup>(4)</sup>	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	625 <sup>(4)</sup>	A	\$ 31.31	7,507	D
Common Stock	01/26/2007	S	625 <sup>(4)</sup>	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	625 <sup>(4)</sup>	A	\$ 35.705	7,507	D
Common Stock	01/26/2007	S	625 <sup>(4)</sup>	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	500 <sup>(4)</sup>	A	\$ 39	7,382	D
Common Stock	01/26/2007	S	500 <sup>(4)</sup>	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	2,500 <sup>(4)</sup>	A	\$ 28.1875	9,382	D
Common Stock	01/26/2007	S	2,500	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	1,500 <sup>(4)</sup>	A	\$ 32.8125	8,382	D
Common Stock	01/26/2007	S	1,500 <sup>(4)</sup>	D	\$ 55	6,882	D
Common Stock	01/26/2007	M	250 <sup>(4)</sup>	A	\$ 28.4688	7,132	D
Common Stock	01/26/2007	S	250 <sup>(4)</sup>	D	\$ 55	6,882	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amo Nur Sha

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Interest in Employer Stock Fund <sup>(1)</sup>	<u>(3)</u>	01/30/2007	A	96.8528 <u>(1)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	96
Interest in Employer Stock Fund <sup>(2)</sup>	<u>(3)</u>	01/30/2007	A	87.2472 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	87
Stock Option (right to buy)	\$ 43.41	01/26/2007	M	<u>250</u> <sup>(4)</sup>	10/21/1997		10/20/2007	Common Stock	25
Stock Option (right to buy)	\$ 24.9063	01/26/2007	M	<u>500</u> <sup>(4)</sup>	10/21/1999		10/20/2009	Common Stock	50
Stock Option (right to buy)	\$ 19.3438	01/26/2007	M	<u>500</u> <sup>(4)</sup>	10/18/2000		10/18/2010	Common Stock	50
Stock Option (right to buy)	\$ 31.31	01/26/2007	M	<u>625</u> <sup>(4)</sup>	10/16/2003		10/15/2013	Common Stock	62
Stock Option (right to buy)	\$ 35.705	01/26/2007	M	<u>625</u> <sup>(4)</sup>	12/17/2003		12/20/2013	Common Stock	62
Stock Option (right to buy)	\$ 39	01/26/2007	M	<u>500</u> <sup>(4)</sup>	10/19/2001		10/18/2011	Common Stock	50
Stock Option (right to buy)	\$ 28.1875	01/26/2007	M	<u>2,500</u> <sup>(4)</sup>	04/19/2000		04/19/2010	Common Stock	2,500
Stock Option (right to buy)	\$ 32.8125	01/26/2007	M	<u>1,500</u> <sup>(4)</sup>	05/19/1999		05/18/2009	Common Stock	1,500
Stock Option (right to buy)	\$ 28.4688	01/26/2007	M	<u>250</u> <sup>(4)</sup>	10/21/1998		10/20/2008	Common Stock	250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chen Jeff Hung-Tse 1000 STANLEY DRIVE NEW BRITIAN, CT 06053			Pres.	Stanley Asia

## 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) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 12/31/06, including aggregate number of shares acquired on various dates since date of last report
  - (3) Exempt
  - (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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