

Chen Jeff Hung-Tse
 Form 4
 February 01, 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)
 01/11/2006

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/11/2006		M	250 ⁽¹⁾ A	\$ 43.41	4,798	D
Common Stock	01/11/2006		S	250 ⁽¹⁾ D	\$ 50	4,548	D
Common Stock	01/11/2006		M	500 ⁽¹⁾ A	\$ 24.41	5,048	D
Common Stock	01/11/2006		S	500 ⁽¹⁾ D	\$ 50	4,548	D
Common Stock	01/11/2006		M	500 ⁽¹⁾ A	\$ 19.3438	5,048	D

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Common Stock	01/11/2006	S	500 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	625 <u>(1)</u>	A	\$ 31.31	5,173	D
Common Stock	01/11/2006	S	625 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	625 <u>(1)</u>	A	\$ 35.705	5,173	D
Common Stock	01/11/2006	S	625 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	500 <u>(1)</u>	A	\$ 39	5,048	D
Common Stock	01/11/2006	S	500 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	2,500 <u>(1)</u>	A	\$ 28.1875	7,048	D
Common Stock	01/11/2006	S	2,500 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	1,500 <u>(1)</u>	A	\$ 32.8125	6,048	D
Common Stock	01/11/2006	S	1,500 <u>(1)</u>	D	\$ 50	4,548	D
Common Stock	01/11/2006	M	250 <u>(1)</u>	A	\$ 28.4688	4,798	D
Common Stock	01/11/2006	S	250 <u>(1)</u>	D	\$ 50	4,548	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 Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Stock Option (right to buy)	\$ 43.41	01/11/2006	M			<u>250</u> (1)	10/21/1997 10/20/2007	Common Stock 250 (1)
Stock Option (right to buy)	\$ 24.9063	01/11/2006	M			<u>500</u> (1)	10/21/1999 10/20/2009	Common Stock 500 (1)
Stock Option (right to buy)	\$ 19.3438	01/11/2006	M			<u>500</u> (1)	10/18/2000 10/18/2010	Common Stock 500 (1)
Stock Option (right to buy)	\$ 31.31	01/11/2006	M			<u>625</u> (1)	10/16/2003 10/15/2013	Common Stock 625 (1)
Stock Option (right to buy)	\$ 35.705	01/11/2006	M			<u>625</u> (1)	12/17/2003 12/20/2013	Common Stock 625 (1)
Stock Option (right to buy)	\$ 39	01/11/2006	M			<u>500</u> (1)	10/19/2001 10/18/2011	Common Stock 500 (1)
Stock Option (right to buy)	\$ 28.1875	01/11/2006	M			<u>2,500</u> (1)	04/19/2000 04/19/2010	Common Stock 2,500
Stock Option (right to buy)	\$ 32.8125	01/11/2006	M			<u>1,500</u> (1)	05/19/1999 05/18/2009	Common Stock 1,500 (1)
Stock Option (right to buy)	\$ 28.4688	01/11/2006	M			<u>250</u> (1)	10/21/1998 10/20/2008	Common Stock 250 (1)

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

02/01/2007

__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) Pursuant to 10b5-1 Plan

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