Ansell Jeffrey D Form 4 December 11, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Ansell Jeffrey D

(Street)

Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

STANLEY WORKS [SWK]

(Check all applicable)

1000 STANLEY DRIVE

3. Date of Earliest Transaction

(Month/Day/Year) 12/10/2007

Director 10% Owner _X__ Officer (give title . _ Other (specify

below)

V.P., Pres. Consumer Tools

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW BRITAIN, CT 06053

(City)	(State)	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)	xecution Date, if Transaction(A) or Disposed of (D) y Code (Instr. 3, 4 and 5) Month/Day/Year) (Instr. 8) (A) or				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)
Common Stock	12/10/2007		A	3,750 <u>(6)</u>	A	\$ 0	9,671	D	
Common Stock	09/28/2007		J	323.3533 (4)	A	(3)	1,714.9233	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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De Se	Title of crivative curity astr. 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. 5. Number of TransactiorDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
		j			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Ei St	terest in nployer ock and (1)	(3)	12/10/2007		D	(-2)	33.8611	(3)	(3)	Common Stock	33
Ei St	terest in mployer ock and (2)	(3)	12/10/2007		D		30.5184 (2)	(3)	<u>(3)</u>	Common Stock	30
O (r	ock ption ight to	\$ 51.125	12/10/2007		M	15,000 (5)		<u>(5)</u>	12/09/2017	Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Ansell Jeffrey D 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P., Pres. Consumer Tools

Signatures

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

**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).
- Represents number of shares held for the reporting person under the Company?s 401(k) Savings Plan as of 11/30/07, including aggregate (1) number of shares acquired or disposed of on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a small reduction in associated number of shares.
 - Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 11/30/07,
- (2) including aggregate number of shares acquired on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a small reduction in associated number of shares.

(3) Exempt

Reporting Owners 2

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- (4) Aggregate number of shares held in ESPP as of 9/28/07, including aggregate number of shares acquired on various dates since date of last report
- (5) The option will become exercisable in four equal annual installments on December 10, 2008, 2009, 2010 and 2011
- (6) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 10, 2008 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.