MATHIEU MARK J

Form 4

December 11, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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if no longer

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MATHIEU MARK J Issuer Symbol STANLEY WORKS [SWK] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

12/10/2007

Director 10% Owner X_ Officer (give title Other (specify below) below) V.P., Human Resources

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

NEW BRITAIN, CT 06053

(State)

(Zip)

(City)

1000 STANLEY DRIVE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price 3,750 Common D

12/10/2007 A A \$0 8,553 (4) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactio Code (Instr. 8)	5. Number of or 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 Amou Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Interest in Employer Stock Fund (1)	(2)	12/10/2007		D	(11)	78.1342 (1)	<u>(2)</u>	<u>(2)</u>	Common Stock	78
Stock Option (right to buy)	\$ 51.125	12/10/2007		M	15,000 (3)		<u>(3)</u>	12/09/2017	Common Stock	15

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MATHIEU MARK J 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P., Human Resources

Signatures

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

12/11/2007

**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).
- 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.
- (2) Exempt
- (3) The option will become exercisable in four equal annual installments on December 10, 2008, 2009, 2010 and 2011
- (4) 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.

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