

STANLEY WORKS
Form 4
October 26, 2007

FORM 4

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

OMB APPROVAL

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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 *
BROWN STILLMAN B

2. Issuer Name and Ticker or Trading Symbol
STANLEY WORKS [SWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW BRITAIN, CT 06053

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 10/24/2007 | | M | | 2,000 | A | \$ 44.41 34,000 | D |
| Common Stock | 10/24/2007 | | S | | 2,000 | D | \$ 56.6579 32,000 | D |
| Common Stock | 10/24/2007 | | M | | 2,000 | A | \$ 51.8438 34,000 | D |
| Common Stock | 10/24/2007 | | S | | 2,000 | D | \$ 56.6579 32,000 | D |
| Common Stock | 10/24/2007 | | M | | 2,000 | A | \$ 30.9063 34,000 | D |
| | 10/24/2007 | | S | | 2,000 | D | 32,000 | D |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|---|
| Common Stock | | | | | | \$ 56.6579 | | |
| Common Stock | 10/24/2007 | | M | 2,500 | A | \$ 28.375 | 34,500 | D |
| Common Stock | 10/24/2007 | | S | 2,500 | D | \$ 56.6579 | 32,000 | D |
| Common Stock | 10/24/2007 | | M | 3,000 | A | \$ 34.62 | 35,000 | D |
| Common Stock | 10/24/2007 | | S | 3,000 | D | \$ 56.6579 | 32,000 | D |
| Common Stock | 10/24/2007 | | M | 3,000 | A | \$ 48.02 | 35,000 | D |
| Common Stock | 10/24/2007 | | S | 3,000 | D | \$ 56.6579 | 32,000 | D |
| Common Stock | 10/24/2007 | | M | 3,000 | A | \$ 23.22 | 35,000 | D |
| Common Stock | 10/24/2007 | | S | 3,000 | D | \$ 56.6579 | 32,000 | 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.

SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 44.41 | 10/24/2007 | | M | 2,000 | 12/17/1998 12/16/2007 | Common Stock | 2,000 |
| | \$ 51.8438 | 10/24/2007 | | M | 2,000 | 04/24/1999 04/24/2008 | | 2,000 |

| Stock Option (right to buy) | | | | | | | | Common Stock | |
|-----------------------------|------------|------------|---|-------|------------|------------|--|--------------|-------|
| Stock Option (right to buy) | \$ 30.9063 | 10/24/2007 | M | 2,000 | 04/28/2000 | 04/28/2009 | | Common Stock | 2,000 |
| Stock Option (right to buy) | \$ 28.375 | 10/24/2007 | M | 2,500 | 04/20/2001 | 04/20/2010 | | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 34.62 | 10/24/2007 | M | 3,000 | 04/19/2002 | 04/19/2011 | | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 48.02 | 10/24/2007 | M | 3,000 | 04/25/2003 | 04/25/2012 | | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 23.22 | 10/24/2007 | M | 3,000 | 04/23/2004 | 04/23/2013 | | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN STILLMAN B 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | X | | | |

Signatures

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

10/26/2007

____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).

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.