

Allan Donald
Form 4
January 30, 2007

FORM 4

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Allan Donald

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT, X1 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
X Officer (give title below) ____ Other (specify
below)

V.P. & Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2007		M	(A) or (D) 3,750 (4)	\$ 31.31	13,522.6619	D
Common Stock	01/26/2007		S	(A) or (D) 3,750 (4)	\$ 55	9,772.6619	D
Common Stock	01/26/2007		M	(A) or (D) 5,000 (4)	\$ 30.96	14,772.6619	D
Common Stock	01/26/2007		S	(A) or (D) 5,000 (4)	\$ 55	9,772.6619	D
Common Stock	01/26/2007		S	(A) or (D) 2,955	\$ 55.99	6,817.6619	D

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

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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 Underlying Security (Instr. 3 and 4)	8. Amount Owned (Instr. 3 and 4)
Interest in Employer Stock Fund <u>(1)</u>	<u>(3)</u>	01/30/2007		A	10.3996 <u>(1)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	10
Interest in Employer Stock Fund <u>(2)</u>	<u>(3)</u>	01/30/2007		A	10.4245 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	10
Stock Option (right to buy)	\$ 31.31	01/26/2007		M	3,750 <u>(4)</u>	10/16/2003 10/15/2013	Common Stock	3,7
Stock Option (right to buy)	\$ 30.96	01/26/2007		M	5,000 <u>(4)</u>	10/17/2002 10/16/2012	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Allan Donald 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053	V.P. & Controller

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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