ZIMMERMAN LAWRENCE A

Form 4/A June 26, 2008

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

3235-0287 Number:

2005

January 31, Expires:

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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).

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * ZIMMERMAN LAWRENCE A

(First) (Middle)

1000 STANLEY DRIVE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

STANLEY WORKS [SWK]

3. Date of Earliest Transaction (Month/Day/Year) 03/25/2008

4. If Amendment, Date Original

Filed(Month/Day/Year) 03/27/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW BRITAIN, CT 06053

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

Securities

(Instr. 4)

6. Ownership

Form: Direct

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares (1)	\$ 49.695	03/25/2008	A		25.4788 (4)		(2)	(3)	Common Stock	25.4788

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
ZIMMERMAN LAWRENCE A 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	X						

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact 06/26/2008

**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) Book Entry of shares credited to Director's account upon the deferral of dividend payment pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by The Stanley Works
- (2) Currently 100% vested
- (3) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which he ceases to be a director
- (4) With dividend equivalent rights

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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