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CTANLEY WODES

Form 4	WORKS									
January 30 FORI Check if no lo subject Section Form 4 Form 5 obligat	VI 4 this box nger to 16. or Filed pu	MENT OF	ction 16(a) of	n, D.C. 20 N BENEF RITIES the Securit	ERSHIP OF Act of 1934,	OMB APPROVAL OMB 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5				
may co			f the Investmen				1935 or Section			
(Print or Type	e Responses)									
LOREE JAMES M Sy			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [4]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. J (M			Date of Earliest Transaction Aonth/Day/Year) 1/26/2007				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) <u>below</u>) Executive Vice President, CFO			
	(Street)		. If Amendment, l	-	1		6. Individual or Joi Applicable Line) _X_ Form filed by O			
NEW BRI	TAIN, CT 06053					:	Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	Code Year) (Instr. 8)	TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			r 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	01/26/2007		Code V M	Amount 150,000	(D) A	Price \$ 29.6563	178,817	D		
Common Stock	01/26/2007		S	150,000	D	\$ 55.5704	28,817	D		
Common Stock (4)	01/30/2007		J	13.4836	А	<u>(3)</u>	2,235.554	Ι	Through Computershare under ESPP	

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

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information contained in this form are not
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(9-02)

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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)

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. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)			6. Date Exercis Expiration Dat (Month/Day/Y	7. Title and A Underlying S (Instr. 3 and 4	
	, see a						Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Interest in Employer Stock Fund (1)	<u>(3)</u>	01/30/2007		А	13.6434 (<u>1)</u>		(3)	<u>(3)</u>	Common Stock
Interest in Employer Stock Fund (2)	<u>(3)</u>	01/30/2007		А	149.5326 (2)		<u>(3)</u>	<u>(3)</u>	Common Stock
Stock Option (right to buy)	\$ 29.6563	01/26/2007		М		150,000	07/19/1999	07/19/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Executive Vice President, CFO				
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

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- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 12/26/06, including aggregate number of shares acquired on various dates since date of last report

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.