

LOREE JAMES M
Form 4
May 04, 2009

FORM 4

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

OMB APPROVAL

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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).

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 *
LOREE JAMES M

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)
05/01/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/01/2009 | | D | | 4,100 | D | \$ 37.5002 76,970 |
| Common Stock | 05/01/2009 | | D | | 100 | D | \$ 37.833 76,870 |
| Common Stock | 05/01/2009 | | D | | 200 | D | \$ 37.824 76,670 |
| Common Stock | 05/01/2009 | | D | | 400 | D | \$ 37.843 76,270 |
| Common Stock | 05/01/2009 | | D | | 200 | D | \$ 37.852 76,070 |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|---|
| Common Stock | 05/01/2009 | | D | 200 | D | \$ 37.844 | 75,870 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.78 | 73,870 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.7272 | 71,870 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.7595 | 69,870 | D |
| Common Stock | 05/01/2009 | | D | 900 | D | \$ 37.9 | 68,970 | D |
| Common Stock | 05/01/2009 | | D | 3,000 | D | \$ 37.564 | 65,970 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.627 | 63,970 | D |
| Common Stock | 05/01/2009 | | D | 3,000 | D | \$ 37.6353 | 60,970 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.8385 | 58,970 | D |
| Common Stock | 05/01/2009 | | D | 2,000 | D | \$ 37.7105 | 56,970 | D |
| Common Stock | 05/01/2009 | | D | 100 | D | \$ 37.812 | 56,870 | D |
| Common Stock | 05/01/2009 | | D | 100 | D | \$ 37.775 | 56,770 | D |
| Common Stock | 05/01/2009 | | D | 900 | D | \$ 37.77 | 55,870 | D |
| Common Stock | 05/01/2009 | | D | 200 | D | \$ 37.843 | 55,670 | D |

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

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(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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

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

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
| | | | | | | | |

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, COO | |

Signatures

| | |
|---|------------|
| /s/ Bruce H. Beatt, Attorney-in-Fact | 05/04/2009 |
| **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.

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