

LOREE JAMES M
Form 4/A
March 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)
12/09/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

NEW BRITAIN, CT 06053

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/11/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 12/09/2008 | | A | | 18,656 ⁽²⁾ | A | \$ 0 55,418 D |
| Common Stock | 12/10/2008 | | D | | 492 ⁽³⁾ | D | \$ 34 54,926 D |

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

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SEC 1474
(9-02)

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Interest In Employer Stock Fund (401(k) Plan) | (1) | 12/09/2008 ⁽⁵⁾ | | J ⁽⁵⁾ | 543 | (1) (1) | Common Stock | 543 |
| Interest in Employer Stock Fund (Supplemental Plan) | (1) | 12/09/2008 ⁽⁴⁾ | | J ⁽⁴⁾ | 1,753 | (1) (1) | Common Stock | 1,753 |

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

03/04/2009

__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).

(1) Exempt

(2) Shares to be delivered on vesting of restricted stock units that vest in four equal annual installments beginning on the first anniversary of the date of grant.

(3) Shares withheld to cover taxes on vesting of restricted stock units

(4) Represents shares held for the reporting person under the Company's Supplemental Plan as of November 28, 2008, including shares acquired or disposed of on various dates since balance was last reported. Effective as of October 3, 2008, 1852 shares were transferred to

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Mr. Loree's ex-wife pursuant to a domestic relations order. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in the number of shares retained by Mr. Loree.

- Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of November 28, 2008, including shares acquired or disposed of on various dates since balance was last reported. Effective as of October 3, 2008, 591 shares were transferred to
- (5) Mr. Loree's ex-wife pursuant to a domestic relations order. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in the number of shares retained by Mr. Loree.

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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