

MCILNAY DONALD R
Form 4
May 23, 2007

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 *
MCILNAY DONALD R

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)

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

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

1000 STANLEY DRIVE

05/22/2007

Pres.Ind.Tools& Emerging Mkts

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW BRITAIN, CT 06053

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 or Price | | | | | |
| Common Stock | 05/22/2007 | | M | | 15,000 (4) | A | \$ 41.425 | 45,200 | D | |
| Common Stock | 05/22/2007 | | S | | 15,000 (4) | D | \$ 61.5 | 30,200 | D | |
| Common Stock | 05/22/2007 | | M | | 5,600 (4) | A | \$ 24.875 | 35,800 | D | |
| Common Stock | 05/22/2007 | | S | | 5,600 (4) | D | \$ 62 | 30,200 | D | |
| Common Stock | 05/22/2007 | | J | | 47.4648 (3) | A | (3) | 1,731.1331 | I | Through Computershare under ESPP |

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).

Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 4/30/07, including aggregate

- (1) number of shares acquired or disposed of on various dates since date of last report. Because interest in Plan is denominated in cash, fluctuation in share price since the date of last report resulted in a small reduction in associated number of shares.
- (2) Exempt
- (3) Aggregate number of shares held in ESPP as of 5/15/07, including aggregate number of shares acquired on various dates since date of last report
- (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.

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.