MCILNAY DONALD R
Form 4
October 23, 2008

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCILNAY DONALD R

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STANLEY WORKS [SWK]

3. Date of Earliest Transaction (Month/Day/Year)
10/21/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres.Ind.Tools&Emerging Mkts

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/16/2008		A	V	359.1406 (4)	A	(1)	2,527.845	I	Through Computershare Under Espp
Common Stock	10/21/2008		P		2,700 (7)	A	$ 35.99	19,187	I	Through Trust
Common Stock	10/21/2008		P		555 (6)	A	$ 35.99	27,040	I	Through Trusts

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

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SEC 1474 (9-02)

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. 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 Underlying (Instr. 3 and
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Interest In Employer Stock Fund (401(k) Plan) (5)	(1)	10/23/2008(5)		D			393.6591	(1)	(1)	Common Stock
Interest in Employer Stock Fund (Supplemental Plan) (3)	(2)	10/23/2008(3)		A		391.1166		(2)	(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCILNAY DONALD R 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Pres.Ind.Tools&Emerging Mkts	

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact	10/23/2008
**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) Exempt

(2) Exempt

(3) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 9/30/08, including aggregate number of shares acquired on various dates since date of last report

(4) Aggregate number of shares held in ESPP as of 9/30/2008 including aggregate number of shares acquired on various dates since date of late report.

(5) Represents number of shares notionally held for reporting person under the Company's 401(k) Savings Plan as of 9/30/08, including aggregate number of shares acquired 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 reduction in associated number of shares.

(6) Shares acquired by a revocable trust established by the reporting person for the benefit of the reporting person's daughter.

(7) Shares acquired by a revocable trust established by the reporting person's spouse for the benefit of the reporting person's daughter.

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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