Ansell Jeffrey D Form 4 March 20, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

OMB

Number:

Expires:

OMB APPROVAL

3235-0287

January 31,

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ansell Jeffrey D Issuer Symbol STANLEY WORKS [SWK] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 1000 STANLEY DRIVE 03/16/2007 below) V.P., Consumer Tools (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW BRITAIN, CT 06053

(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 on Disposed (Instr. 3, 4 an	of (D)	` ′	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	03/16/2007		A	3,311 (5)	A	\$ 0	6,962	D	
Common Stock	03/16/2007		D	1,041 (6)	D	\$ 53.98	5,921	D	
Common Stock	03/20/2007(4)		J	192.8877 (4)	A	<u>(3)</u>	1,328.8467	I	Through Computershare under ESPP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Person

Edgar Filing: Ansell Jeffrey D - Form 4

displays a currently valid OMB control

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 TransactiorDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Interest in Employer Stock Fund (1)	<u>(3)</u>	03/20/2007		D		38.7908 (1)	(3)	(3)	Common Stock	38.7908
Interest in Employer Stock Fund (2)	(3)	03/20/2007		D		25.107 (2)	(3)	(3)	Common Stock	25.107

Reporting Owners

Deporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Ansell Jeffrey D 1000 STANLEY DRIVE

V.P., Consumer Tools

NEW BRITAIN, CT 06053

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact 03/20/2007

**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).
- Represents number of shares held for the reporting person under the Company?s 401(k) Savings Plan as of 2/28/07, 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 reduction in associated number of shares.
 - Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 2/28/07,
- (2) 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.

(3) Exempt

Reporting Owners 2

Edgar Filing: Ansell Jeffrey D - Form 4

- (4) Aggregate number of shares held in ESPP as of 3/13/07, including aggregate number of shares acquired on various dates since date of last report
- (5) Shares issued pursuant to performance awards under the Company?s 1997 Long Term Incentive Plan for the 2004-2006 performance period.
- (6) Shares withheld to cover taxes with respect to performance awards

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.