Douglas Craig A Form 4 December 11, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Douglas Craig A 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 12/09/2009 below) V.P. Treasurer (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 Person

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(City)	(State)	(Zip) Tal	ble I - Non	-Derivati	ve Sec	curities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					(A) or	ъ.	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/09/2009		Code V A	Amount 2,500 (1)	(D)	Price \$ 0	14,032	D	
Common Stock	12/09/2009		D	221 (5)	D	\$ 49.0225	13,811	D	
Common Stock	12/10/2009		D	148 (5)	D	\$ 49.5825	13,663	D	
Common Stock							1,835.6188	I	Through Computershare Under ESPP

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

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SEC 1474 (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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Interest in Employer Stock Fund (Supplemental Plan) (3)	<u>(2)</u>	12/09/2009		A	4.1797	(2)	<u>(2)</u>	Common Stock	4.
Interest In Employer Stock Fund (401(k) Plan)	<u>(2)</u>	12/09/2009		A	40.5273	<u>(2)</u>	<u>(2)</u>	Common Stock	40
Stock Option (Right to Buy)	\$ 49.0225	12/10/2009		A	7,500	<u>(6)</u>	12/09/2019	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Douglas Craig A						

Douglas Craig A

1000 STANLEY DRIVE V.P. Treasurer NEW BRITAIN, CT 06053

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact

**Signature of Reporting Person Dat

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).

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Reporting Owners 2

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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.

- (2) Exempt
- Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month that (3) ended at least 10 days prior to the date of this report, including shares acquired or disposed of on various dates since balance was last reported.
- Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of the last day of the calendar month that (4) ended at least 10 days prior to the date of this report, including shares acquired or disposed of on various dates since balance was last reported.
- (5) Shares withheld to cover taxes on vesting of restricted stock units
- (6) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

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.