

Douglas Craig A  
Form 3  
July 23, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Douglas Craig A</p> <p>(Last) (First) (Middle)</p> <p>1000 STANLEY DRIVE</p> <p>(Street)</p> <p>NEW BRITAIN,Â CTÂ 06053</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/17/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STANLEY WORKS [SWK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>V.P. Treasurer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	11,532	D	Â
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. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	04/19/2010	Common Stock	6,000	\$ 28.1875	D	Â
Stock Option (Right to Buy)	Â (2)	10/18/2011	Common Stock	5,000	\$ 39	D	Â
Stock Option (Right to Buy)	Â (2)	10/16/2012	Common Stock	10,000	\$ 30.96	D	Â
Stock Option (Right to Buy)	Â (2)	10/15/2013	Common Stock	10,000	\$ 31.31	D	Â
Stock Option (Right to Buy)	Â (2)	10/15/2014	Common Stock	10,000	\$ 41.425	D	Â
Stock Option (Right to Buy)	Â (3)	12/13/2015	Common Stock	5,000	\$ 47.195	D	Â
Stock Option (Right to Buy)	Â (4)	12/11/2016	Common Stock	5,000	\$ 51.135	D	Â
Stock Option (Right to Buy)	Â (5)	12/10/2017	Common Stock	7,500	\$ 51.125	D	Â
Stock Option (Right to Buy)	Â (6)	12/09/2018	Common Stock	9,500	\$ 33.345	D	Â
Interest In Employer Stock Fund (401(k) Plan) (8)	Â (7)	Â (7)	Common Stock	3,119	\$ (7)	D	Â
Interest in Employer Stock Fund (Supplemental Plan) (9)	Â (7)	Â (7)	Common Stock	287	\$ (7)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Douglas Craig A 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Â	Â	Â V.P. Treasurer	Â

## Signatures

Craig A.  
Douglas

07/23/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- 10,145 of the shares directly held are restricted stock units, of which 700 vest on 12/9/2009; 469 vest on 12/10/2009; 312 vest on 12/11/2009; 313 vest on 12/13/2009; 700 vest on 12/10/2010; 313 vest on 12/11/2010; 2,500 vest on 4/23/2011; 700 vest on 12/9/2011; 469 vest on 12/10/2011; 2,500 vest on 4/23/2012; and 700 vest on 12/9/2012.
- (1) 12/11/2009; 313 vest on 12/13/2009; 700 vest on 12/10/2010; 313 vest on 12/11/2010; 2,500 vest on 4/23/2011; 700 vest on 12/9/2011; 469 vest on 12/10/2011; 2,500 vest on 4/23/2012; and 700 vest on 12/9/2012.
  - (2) Currently 100% vested
  - (3) 3,750 shares are currently exercisable, 1,250 shares will become exercisable on 12/13/2009
  - (4) 2,500 shares are currently exercisable; 1,250 will become exercisable on 12/11/2009 and 1,250 will become exercisable on 12/11/2010.
  - (5) 1,875 shares are currently exercisable; 1,875 will become exercisable on 12/10/2009; 1,875 will become exercisable on 12/10/2010; and 1,875 will become exercisable on 12/10/2011.
  - (6) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
  - (7) Exempt
  - (8) Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of July 17, 2009.
  - (9) Represents shares held for the reporting person under the Company's Supplemental Plan as of July 17, 2009.

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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