Boswell Justin C Form 4 April 27, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5 ES IN BENEFICIAL OWNERSHIP OF

Standard 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. *See* Instruction 1(b).

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 <u>*</u> Boswell Justin C			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	, ,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Directo	r	10% Owner Other (specify			
1000 STANLEY DRIVE			04/23/2009					X Officer (give title Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
NEW BRI	TAIN, CT 06053							Form filed	by More than	One Reporting Person	
(City)	(State)	(Zip)	Tal	ble I - Nor	-Derivative	Secu	rities A	acquired, Dispos	ed of, or Ben	eficially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	3. Transacti Code (Instr. 8)		posed	of	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	04/23/2009			A	20,000 (1)	A	\$0	45,949	D		
Common Stock (5)								4,731.3326	I	Through Computershare Under ESPP	
Reminder: Re	eport on a separate lin	e for each cla	ass of sec	curities ber	neficially ow	med d	irectly	or indirectly			

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SEC 1474

(9-02)

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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 or Derivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration (Month/Day		7. Title and A Underlying S (Instr. 3 and	Securiti
				Code V	(A) (Date Exercisable	Expiration Date	Title	Amou Numb Share
Interest In Employer Stock Fund (401(k) Plan)	<u>(2)</u>	04/27/2009		A	151.2255	(2)	(2)	Common Stock	151.
Interest in Employer Stock Fund (Supplemental Plan) (4)	<u>(2)</u>	04/27/2009		A	247.0371	(2)	<u>(2)</u>	Common Stock	247.

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips

Director 10% Owner Officer Other

Boswell Justin C 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P.Pres.Mech.AccessSolutions

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact 04/27/2009

**Signature of Reporting Person Da

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) Shares to be delivered on vesting of restricted stock units, 10,000 of which vest on the third anniversary of the date of grant and 10,000 of which vest in two equal installments on the second and third anniversaries of the grant date.
- (2) Exempt
- 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 (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 Supplemental 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.

Reporting Owners 2

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Aggregate number of shares held in ESPP as of the last day of the calendar month that 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. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.

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.