STANLEY WORKS

Form 4

December 13, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

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

See Instruction

1(b).

(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 12/11/2006 below) V.P., Pres. 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, X1 06053 Person

(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. Transactic Code (Instr. 8)	4. Securities on(A) or Dispo (Instr. 3, 4 an	sed 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 (4)	12/11/2006		J	100.9039 (4)	A	(3)	1,135.959	I	Through Computershare under ESPP
Common Stock (6)	12/11/2006		A	2,500 (6)	A	\$0	3,750	D	

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 displays a currently valid OMB control number.

Edgar Filing: STANLEY WORKS - Form 4

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. Transactic Code (Instr. 8)	5. Number of tiorDerivative Securities) 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 of Number of Shares
Interest in Employer Stock Fund (1)	(3)	12/11/2006		D	9.2656 (1)		<u>(3)</u>	<u>(3)</u>	Common Stock	9.2656
Interest in Employer Stock Fund (2)	(3)	12/11/2006		A	20.1114		(3)	<u>(3)</u>	Common Stock	20.1114
Stock Option (right to buy)	\$ 51.135	12/11/2006		A	10,000		<u>(5)</u>	12/10/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

Ansell Jeffrey D 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053

V.P., Pres. Consumer Tools

Signatures

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

**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 11/30/06, 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 small reduction in associated number of shares.
- (2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 11/30/06, including aggregate number of shares acquired on various dates since date of last report
- (3) Exempt

Reporting Owners 2

Edgar Filing: STANLEY WORKS - Form 4

- (4) Aggregate number of shares held in ESPP as of 11/21/06 including aggregate number of shares acquired on various dates since date of last report
- (5) The option will become exercisable in four equal annual installments on December 11, 2007, 2008, 2009 and 2010.
- (6) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 11, 2007. 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.