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STANLEY W Form 4	/ORKS										
December 13	, 2006										
FORM	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-028 Number:	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er STATE 5. Filed p ^s Section 1'	STATEMENT OF CHANGES IN 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							burden hou response	Estimated average burden hours per response 0.8	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> BEATT BRUCE H			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 1000 STANLEY DRIVE			3. Date of Earliest Transaction(Month/Day/Year)12/11/2006					Director 10% Owner XOfficer (give title Other (specify below) below) V.P., Gen. Counsel & Sec'y			
(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 			
NEW BRITA	AIN, X1 06053	}							More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Execution any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o 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 (5)	12/11/2006			А	2,500 (5)	A	\$0	5,000	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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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 or orDerivative Securities Acquired (A Disposed of (Instr. 3, 4, a 5)) or (D)	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 o Number o Shares
Interest in Employer Stock Fund <u>(1)</u>	<u>(3)</u>	12/11/2006		A	3.8943 (1)		(3)	(3)	Common Stock	3.8943
Interest in Employer Stock Fund (2)	<u>(3)</u>	12/11/2006		A	25.4408 (2)		(3)	(3)	Common Stock	25.440
Stock Option (right to buy)	\$ 51.135	12/11/2006		A	10,000		(4)	12/10/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, X1 06053			V.P., Gen. Counsel & Sec'y				
Signatures							
By:/s/ Bruce H. Beatt, Attorney-in-Fact		12/13/2	006				

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 11/30/06, including aggregate number of shares acquired on various dates since date of last report
- (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

(4) The option will become exercisable in four equal annual installments on December 11, 2007, 2008, 2009 and 2010

(5) 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.

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