

STANLEY WORKS  
Form 4  
April 20, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MATHIEU MARK J

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STANLEY WORKS [SWK]

3. Date of Earliest Transaction (Month/Day/Year)  
04/18/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

V.P., Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 04/18/2006                           |  | M                              | 10,000 A \$ 31.31   | 12,500  | D  |   |
| Common Stock                    | 04/18/2006                           |  | S                              | 10,000 D \$ 54  | 2,500   | D  |   |
| Common Stock                    | 04/18/2006                           |  | M                              | 12,500 A \$ 30.96   | 15,000  | D  |   |
| Common Stock                    | 04/18/2006                           |  | S                              | 12,500 D \$ 54  | 2,500   | D  |   |

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

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(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 Derivative 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 Security (Instr. 3 and 4) |                 |
|--|--|--------------------------------------|--|--------------------------------|---|----------------------------------|--|------------------|---|-----------------|
|  |  |                                      |  |                                | V   | (A)                              | (D)  | Date Exercisable |   | Expiration Date |
| Interest in Employer Stock Fund <sup>(1)</sup> | <u>(2)</u>   | 04/18/2006                           |  | A                              |   | <u>11.8157</u><br><sup>(1)</sup> |  | <u>(2)</u>       | <u>(2)</u>  | Common Stock    |
| Stock Option (right to buy)                    | \$ 31.31   | 04/18/2006                           |  | M                              |   | 10,000                           | 10/16/2003   | 10/15/2013       |   | Common Stock    |
| Stock Option (right to buy)                    | \$ 30.96   | 04/18/2006                           |  | M                              |   | 12,500                           | 10/17/2002   | 10/16/2012       |   | Common Stock    |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| MATHIEU MARK J<br>1000 STANLEY DRIVE<br>NEW BRITAIN, CT 06053 |               |           | V.P., Human Resources |       |

## Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact  
Date: 04/20/2006

<sup>(1)</sup>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).
- (1) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 3/31/06, including aggregate number of shares acquired on various dates since date of last report

## Edgar Filing: STANLEY WORKS - Form 4

### (2) Exempt

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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