Edgar Filing: STANLEY WORKS - Form 4

STANLEY Form 4													
September :	ЛЛ		CECH								OMB A	PPROVA	۸L
	UNITED	STATES		RITIES Ishingtoi				NGE	COMMISSIO	N	OMB Number:	3235-	-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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 Secti 30(h) of the Investment Company Act of 1940									,	January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> COLBERT VIRGIS			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 1000 STANLEY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 09/15/2006					(Check all applicable) <u></u> Director <u></u> Officer (give title below) <u></u> 0ther (specify below)					
NEW BRI	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							
(City)	(State)	(Zip)	Tab	ole I - Non-	-De	rivative	Securi	ties A	cquired, Disposed	of,	or Beneficia	lly Owne	d
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8) Code V	onA D (I	isposed nstr. 3, 4	(A) or of (D) 4 and 5 (A) or) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	Ownership rm: Direct) or Indirect str. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities ben	efici	Perso inform requir	ons wh nation red to ays a c	o res cont respo	or indirectly. Spond to the collection ained in this form and unless the fo ntly valid OMB co	n ai orm	re not	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or			

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares (1)	\$ 47.14	09/15/2006	A		450.7849 (4)		(2)	<u>(3)</u>	Common Stock	450.7849	

Reporting Owners

Reporting Owner Name / Address	Relationships									
	Director	10% Owner	Officer	Other						
COLBERT VIRGIS 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Х									
Signatures										
By: /s/ Bruce H. Beatt, Attorney-in-Fact		09/15/2	2006							
**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) Book Entry of shares credited to Director's account upon the deferral of retainer and chairperson fee pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by The Stanley Works
- (2) Currently 100% vested
- (3) The reporting director will receive common stock of the corporation in four approximately equal installments to be delivered on the first business day of the calendar year immediately following the year in which he ceases to be a director and each of the next 3 calendar years
- (4) With dividend equivalent rights

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.