# Edgar Filing: STANLEY WORKS - Form 4

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STANLEY	WORKS											
Form 4												
December	13, 2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
	UNITED	Washington, D.C. 20549									er: 3235-0287	
Check t if no lot subject Section Form 4 Form 5 obligati may co <i>See</i> Inst 1(b).	nger to 16. or Filed put ons ntinue.	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 20(b) of the Investment Company Act of 1940										
(Print or Type	Responses)											
LOREE JAMES M Sy			e. Issuer Name <b>and</b> Ticker or Trading mbol ΓΑΝLEY WORKS [SWK]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First) (	Middle) 3. Date	3. Date of Earliest Transaction				(Cneck all applicable)					
1000 STAI	NLEY DRIVE		Month/Day/Year) 12/11/2006				Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President, CFO					
	Amendment, Date Original (Month/Day/Year)				<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>							
NEW BRITAIN, CT 06053 Form filed by More than One Reporting Person Person												
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	e Secu	rities A	Acquired, Dispos	ed of,	or Ben	eficially	Owned	I
1.Title of Security (Instr. 3)		action Date 2A. Deemed 3. Day/Year) Execution Date, if Transact any Code (Month/Day/Year) (Instr. 8)						Forn Direc	nership Indir m: Own ect (D) (Inst ndirect			icial
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIISt		<b>T</b> 1		
Common Stock (4)	12/11/2006		J	52.495 (4)	A	<u>(3)</u>	2,222.0704	Ι		-	igh outersh r ESPF	
Common Stock <u>(6)</u>	12/11/2006		А	12,500 (6)	А	\$0	29,800	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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of ( (Instr. 3, 4, an 5)	or D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount c Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Interest in Employer Stock Fund (1)	<u>(3)</u>	12/11/2006		A	99.7301 (1)		<u>(3)</u>	<u>(3)</u>	Common Stock	99.73
Interest in Employer Stock Fund (2)	<u>(3)</u>	12/11/2006		A	377.6569 (2)		(3)	<u>(3)</u>	Common Stock	377.6:
Stock Option (right to buy)	\$ 51.135	12/11/2006		A	50,000		(5)	12/10/2016	Common Stock	50,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Executive Vice President, CFO						
Signatures									

By: /s/ Bruce H. Beatt, 12/13/2006 Attorney-in-Fact

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

(3) Exempt

(4)

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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.