

STANLEY WORKS  
Form 8-A12B/A  
December 22, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A/A  
(Amendment No. 5)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12 (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

THE STANLEY WORKS  
(Exact Name of Registrant as Specified in Its Charter)

Connecticut  
(State of Incorporation or Organization)

06-0548860  
(IRS Employer Identification No.)

1000 Stanley Drive  
New Britain, Connecticut  
(Address of Principal Executive Offices)

06053  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box: [ X ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), please check the following box.: [\_\_]

Securities Act registration statement file number to which this form relates: None

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

Depository Preferred Stock Purchase Rights

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: None

The Stanley Works (the "Company") hereby amends its registration statement on Form 8-A filed with the Securities and Exchange Commission on March 24, 1986 (the "Form 8-A"), as follows:

Item 1. Description of the Registrant's Securities to be Registered.

Item 1 to the Form 8-A is hereby amended and supplemented by adding the following:

On December 22, 2009, the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation (the "Certificate of Amendment") classifying 1,100,000 shares of Preferred Stock into Series A Junior Participating Preferred Stock (the "Preferred Classification") in order to ensure the availability of sufficient shares of Series A Junior Participating Preferred Stock to permit the full exercise of Rights under the Rights Agreement, dated as of January 19, 2006 (the "Rights Agreement"), between the Company, and Computershare Investor Services L.L.C., as Rights Agent (the "Rights Agent") after taking into account the anticipated issuance of additional shares of Common Stock in connection with the previously announced merger transaction involving the Company and The Black & Decker Corporation. A copy of the Certificate of Amendment is attached hereto as Exhibit 4.3 and is incorporated by reference herein.

In connection with the Preferred Classification, on December 21, 2009, the Company entered into Amendment No. 1 ("Amendment No. 1") to the Rights Agreement so that the Rights Agreement and Exhibit A thereto will reflect the aggregate number of shares of Series A Junior Participating Preferred Stock reserved for issuance.

Copies of the Rights Agreement and Amendment No. 1 are attached hereto as Exhibits 4.1 and 4.2 and are incorporated herein by reference.

Item 2. Exhibits

Item 2 to the Form 8-A is hereby amended and supplemented by adding the following:

Exhibit 4.1 Rights Agreement, dated as of January 19, 2006, between the Company, and the Rights Agent. (Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K/A, filed February 22, 2006)

Exhibit 4.2 Amendment No. 1 to Rights Agreement, dated as of December 21, 2009, between the Company and the Rights Agent. (Incorporated by reference to Exhibit 4.2 to the Company's Form 8-K, filed December 22, 2009)

Exhibit 4.3 Certificate of Amendment to the Restated Certificate of Incorporation of the Company. (Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K, filed December 22, 2009)



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

THE STANLEY WORKS

By: /s/ Bruce H. Beatt

Name: Bruce H. Beatt

Title: Vice President, General Counsel and  
Secretary

Dated: December 22, 2009

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INDEX TO EXHIBITS

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