**BEATT BRUCE H** 

Form 4

December 14, 2005

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

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**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BEATT BRUCE H			2. Issuer Name <b>and</b> Ticker or Trading Symbol STANLEY WORKS [SWK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
1000 STANLEY DRIVE			12/12/2005	_X_ Officer (give title Other (specify below)			
				V.P., Gen. Counsel & Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW BRITAIN, X1 06053				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tal	ble I - Non-	-Derivative	e Secu	rities A	acquired, Dispos	ed of, or Ben	eficially 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. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	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 (4)	12/12/2005(4)		J	12.915 (4)	A	<u>(3)</u>	2,873.069	I	Through Computershare under ESPP
Common Stock (6)	12/12/2005		A	2,500	A	\$0	2,500	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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (ADisposed of (Instr. 3, 4, 5)	A) or f (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 of Number of Shares
Interest in Employer Stock Fund (1)	(3)	12/12/2005(1)		A	22.6708 (1)		<u>(3)</u>	<u>(3)</u>	Common Stock	22.6708 (1)
Interest in Employer Stock Fund (2)	(3)	12/12/2005(2)		A	29.6305 (2)		(3)	(3)	Common Stock	29.630: (2)
Stock Option (right to buy)	\$ 47.29	12/12/2005		A	10,000		<u>(5)</u>	12/11/2015	Common Stock	10,000

## **Reporting Owners**

Director 10% Owner Officer Other

BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, X1 06053

V.P., Gen. Counsel & Secretary

### **Signatures**

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

\*\*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 11/30/05, 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 11/30/05, 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 10/03/05, 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 12, 2006, 2007, 2008 and 2009.
- (6) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 12, 2006 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.