GARLOCK JOHN G

Form 4

December 14, 2005

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad GARLOCK J	*	ing Person *	2. Issuer Name and 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., PresFastening Systems		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NEW BRITAIN, CT 06053				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Nor	n-Derivative	Secur	ities A	cquired, Dispose	ed of, or Bene	eficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	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	13.2247 (4)	A	(3)	586.0278	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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SEC 1474

(9-02)

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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D (Instr. 3, 4, and 5)	Expiration D (Month/Day r	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)	<u>(3)</u>	12/12/2005		A	88.9731 (1)	<u>(3)</u>	(3)	Common Stock	88.973 (1)	
Interest in Employer Stock Fund (2)	(3)	12/12/2005		A	209.246	(3)	(3)	Common Stock	209.240 (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

Departing Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

GARLOCK JOHN G 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

V.P., Pres.-Fastening Systems

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)

Reporting Owners 2

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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.