

Boswell Justin C
 Form 4
 December 13, 2006

FORM 4

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

OMB APPROVAL

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Boswell Justin C

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)
 1000 STANLEY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

NEW BRITAIN, CT, X1 06053

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽⁴⁾	12/11/2006		J		534.1538 ⁽⁴⁾	A	<u>(3)</u> 3,294.7712
Common Stock ⁽⁶⁾	12/11/2006		A		2,500 ⁽⁶⁾	A	\$ 0 6,442

Through
 Computershare
 Under ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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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.