Boswell Justin C Form 4 December 13, 2006

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

response...

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Form 4 or 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 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)	3. Date of Earliest Transaction	(1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
1000 STANLE	EY DRIVE		(Month/Day/Year) 12/11/2006	Director 10% Owner Sofficer (give title Other (specify below) Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEW BRITAIN, CT, X1 06053				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative S	ecurit	ties Acq	quired, Disposed	of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities on(A) or Dispo (Instr. 3, 4 and Amount	sed 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)	12/11/2006		J	534.1538 (4)	A	<u>(3)</u>	3,294.7712	I	Through Computershare Under ESPP
Common Stock (6)	12/11/2006		A	2,500 (6)	A	\$0	6,442	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Interest in Employer Stock Fund (1)	(3)	12/11/2006		A	130.2476 (1)		<u>(3)</u>	(3)	Common Stock	130.24
Interest in Employer Stock Fund (2)	(3)	12/11/2006		A	179.5539 (2)		<u>(3)</u>	(3)	Common Stock	179.5:
Stock Option (right to buy)	\$ 51.135	12/11/2006		A	10,000		<u>(5)</u>	12/10/2016	Common Stock	10,00

Other

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

Boswell Justin C

1000 STANLEY DRIVE Vice President NEW BRITAIN, CT, X1 06053

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 11/30/06, 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 11/30/06, 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 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.