

STANLEY WORKS
Form 4
December 21, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Allan Donald

(Last) (First) (Middle)
1000 STANLEY DRIVE
(Street)

NEW BRITAIN, CT, X1 06053

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STANLEY WORKS [SWK]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & Controller

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock ⁽⁵⁾	12/11/2006		A	1,875 ⁽⁵⁾	A \$ 0 9,772.6619	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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>	12/21/2006		A	2.3606	<u>(3)</u>	<u>(3)</u>	Common Stock	2.3606
Interest in Employer Stock Fund ⁽²⁾	<u>(3)</u>	12/21/2006		A	15.3399	<u>(3)</u>	<u>(3)</u>	Common Stock	15.3399
Stock Option (right to buy)	\$ 51.135	12/11/2006		A	7,500	<u>(4)</u>	12/10/2016	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allan Donald 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053			V.P. & Controller	

Signatures

By: /s/ Bruce H. Beatt, 12/21/2006
 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) The option will become exercisable in four equal annual installments on December 11, 2007, 2008, 2009 and 2010
- (5) 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.

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