

STANLEY WORKS  
Form 3  
July 26, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Boswell Justin C                        |         | (Month/Day/Year)                     | STANLEY WORKS [SWK]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1000 STANLEY DRIVE                        |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| NEW BRITAIN,                              |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| CT,Â X1Â 06053                            |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | Vice President   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,371.025   | I  | Through Computershare under ESPP                      |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  |  | Title   |  |  |   |

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|  | Date Exercisable | Expiration Date  |              | Amount or Number of Shares   |  | or Indirect (I) (Instr. 5) |   |
|--|------------------|------------------|--------------|------------------------------|--|----------------------------|---|
| Interest in Employer Stock Fund <sup>(1)</sup> | Â <sup>(3)</sup> | Â <sup>(4)</sup> | Common Stock | 1,001.2484 \$ <sup>(9)</sup> |  | D                          | Â |
| Interest in Employer Stock Fund <sup>(2)</sup> | Â <sup>(3)</sup> | Â <sup>(4)</sup> | Common Stock | 903.6583 \$ <sup>(10)</sup>  |  | D                          | Â |
| NQSO (rights to buy)                           | Â <sup>(5)</sup> | 10/18/2011       | Common Stock | 6,000 \$ 39                  |  | D                          | Â |
| NQSO (rights to buy)                           | Â <sup>(6)</sup> | 10/16/2012       | Common Stock | 40,000 \$ 30.96              |  | D                          | Â |
| NQSO (rights to buy)                           | Â <sup>(7)</sup> | 10/15/2013       | Common Stock | 18,750 \$ 31.31              |  | D                          | Â |
| NQSO (rights to buy)                           | Â <sup>(8)</sup> | 10/15/2014       | Common Stock | 25,000 \$ 41.425             |  | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| Boswell Justin C<br>1000 STANLEY DRIVE<br>NEW BRITAIN, CT, X1 06053 | Â             | Â         | Â Vice President | Â     |

## Signatures

By: Justin C. Boswell 07/26/2005

     \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 7/20/05
- (2) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 7/20/05
- (3) Currently Vested
- (4) Distributions are generally made following termination of employment
- (5) 6,000 shares exercisable on 10/19/06
- (6) 20,000 shares exercisable on 10/17/05 & 20,000 shares exercisable on 10/17/07
- (7) 6,250 shares exercisable on 10/16/05, 6,250 shares exercisable on 10/16/06 & 6,250 shares exercisable on 10/16/07
- (8) 6,250 shares exercisable on 10/15/05, 6,250 shares exercisable on 10/15/06, 6,250 shares exercisable on 10/15/07 & 6,250 shares exercisable on 10/15/08
- (9) Common shares purchased from time to time by the trustee of the plan for current market value
- (10) Common shares are credited from time to time based on current market value

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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.