

Allan Donald
 Form 3
 November 03, 2006

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

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â Allan Donald		(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)
		10/24/2006		
1000 STANLEY DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			V.P. & Controller	
NEW BRITAIN,				
CT,Â X1Â 06053				
(City)	(State)	(Zip)		

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	7,996.6619 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
NQSO (rights to buy)	Â (2)	10/18/2011	Common Stock	5,000	\$ 39	D	Â
NQSO (rights to buy)	Â (3)	10/16/2012	Common Stock	10,000	\$ 30.96	D	Â
NQSO (rights to buy)	Â (4)	10/15/2013	Common Stock	5,625	\$ 31.31	D	Â
NQSO (rights to buy)	Â (5)	10/15/2014	Common Stock	10,000	\$ 41.425	D	Â
NQSO (rights to buy)	Â (6)	12/13/2015	Common Stock	5,000	\$ 47.195	D	Â
Interest in Employer Stock Fund (7)	Â (2)	Â (9)	Common Stock	856	\$ (10)	D	Â
Interest in Employer Stock Fund (8)	Â (2)	Â (9)	Common Stock	245	\$ (11)	D	Â

Reporting Owners

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

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact
11/03/2006

**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) Of the 7,996.6619 shares directly held, 5,250 shares are RSUs of which 312 shares vest 12/13/06, 313 shares vest 12/13/07, 312 shares vest 12/13/08, 313 shares vest 12/13/09 and 4,000 are fully vested but distribution of underlying shares has been deferred to the earlier of August 14, 2008 or termination of Mr. Allan's employment.
- (2) Currently vested
- (3) 5,000 shares currently exercisable and 5,000 shares exercisable on 10/17/07
- (4) 3,750 shares currently exercisable and 1,875 shares exercisable on 10/16/07
- (5) 5,000 shares currently exercisable, 2,500 shares exercisable on 10/15/07 and 2,500 shares exercisable on 10/15/08
- (6) 1,250 shares exercisable on 12/13/06, 1,250 shares exercisable on 12/13/07, 1,250 shares exercisable on 12/13/08 and 1,250 shares exercisable on 12/13/09
- (7) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 10/24/06
- (8) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 10/24/06

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- (9) Distributions are generally made following termination of employment
- (10) Common shares purchased from time to time by the trustee of the Plan for current market value
- (11) Common shares are credited from time to time based on current market value

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.