

STANLEY WORKS  
Form 4  
December 13, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
Ansell Jeffrey D

(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., Pres. Consumer Tools

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <sup>(4)</sup>	12/11/2006		J		100.9039 <sup>(4)</sup>	A	<u>(3)</u> 1,135.959
Common Stock <sup>(6)</sup>	12/11/2006		A		2,500 <sup>(6)</sup>	A	\$ 0 3,750

Through Computershare under ESPP

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

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SEC 1474 (9-02)



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- (4) 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.

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