

STANLEY WORKS
Form 4
May 12, 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 *
GARLOCK JOHN G

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

NEW BRITAIN, CT 06053

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2006

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.-Fastening Systems

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 | 05/10/2006 | | M | 50,000 A \$ 19.3438 | 52,500 | D | |
| Common Stock | 05/10/2006 | | S | 50,000 A \$ 52.0629 | 2,500 | D | |
| Common Stock ⁽⁴⁾ | 05/10/2006 | | A | 6.8517 ⁽⁴⁾ A ⁽³⁾ 592.8793 | | I | Through Computershare under ESPP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Interest in Employer Stock Fund ⁽¹⁾ | (3) | 05/10/2006 | | A | 80,4418 | | (3) | (3) | Common Stock |
| Interest in Employer Stock Fund ⁽²⁾ | (3) | 05/10/2006 | | A | 26,3551 | | (3) | (3) | Common Stock |
| Stock Option (right to buy) | \$ 19.3438 | 05/01/2006 | | M | | 50,000 | 10/18/2000 | 10/17/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARLOCK JOHN G 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | | | V.P., Pres.-Fastening Systems | |

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact 05/12/2006

⁽¹⁾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 4/28/06, 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 4/28/06, including aggregate number of shares acquired on various dates since date of last report

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- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 4/3/06, including aggregate number of shares acquired on various dates since date of last report

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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