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STANLEY WORKS  
Form U-3A-2  
February 28, 2002

File No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM U-3A-2

Statement by Holding Company Claiming Exemption Under Rule U-3A-2  
from the Provisions of the  
Public Utility Holding Company Act of 1935

To Be Filed Annually Prior to March 1

THE STANLEY WORKS

hereby files with the Securities and Exchange Commission, pursuant to Rule 2, its statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935, and submits the following information:

1. Name, State of organization, location and nature of business of claimant and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which claimant directly or indirectly holds an interest.

The Stanley Works ("Stanley" or the "Company") is a Connecticut corporation with its principal place of business at 1000 Stanley Drive, New Britain, Connecticut 06053. A list of its subsidiary companies is attached hereto and identified as Attachment 1. A description of the nature of Stanley's businesses and that of its subsidiaries, except for The Farmington River Power Company ("FRPC"), is attached hereto and identified as Attachment 2. The business of FRPC involves the generation, sale and distribution of electricity within the State of Connecticut.

2. A brief description of the properties of claimant and each of its subsidiary public utility companies used for the generation, transmission, and distribution of electric energy for sale, or for the production, transmission, and distribution of natural or manufactured gas, indicating the location of principal

generating plants, transmissions lines, producing fields, gas manufacturing plants, and electric and gas distribution facilities, including all such properties which are outside the State in which claimant and its subsidiaries are organized and all transmission or pipelines which deliver or receive electric energy or gas at the borders of such State.

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Stanley owns no properties used for the purposes listed above either within or without the State of Connecticut.

FRPC owns and operates the Rainbow Dam Hydroelectric Facility located on the Farmington River in Windsor, Connecticut. The hydroelectric facility consists of the Rainbow Dam, a power house with an 8 megawatt generating capacity, switching and transformer equipment, flow and flood rights and various storage and outbuildings all located in Windsor, Connecticut. In addition FRPC owns transmission line rights of way, running for approximately 22 miles within the State of Connecticut from the Rainbow Dam facility to New Britain, Connecticut. FRPC also owns a substation and various distribution lines all located within New Britain, Connecticut.

FRPC does not own any property located outside the State of Connecticut and does not own any property located on or in proximity to the borders of the State of Connecticut.

3. The following information for the last calendar year with respect to claimant and each of its subsidiary public utility companies:

(a) Number of kwh. of electric energy sold (at retail or wholesale), and Mcf. of natural or manufactured gas distributed at retail.

Stanley - None.

FRPC sold 24,238,200 kwh. of electric energy during 2001.

(b) Number of kwh. of electric energy and Mcf. of natural or manufactured gas distributed at retail outside the State in which each such company is organized.

Stanley - None.

FRPC - None.

(c) Number of kwh. of electric energy and Mcf. of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line.

Stanley - None.

FRPC - None.

(d) Number of kwh. of electric energy and Mcf. of natural or manufactured gas purchased outside the State in which each such company is organized or at the State line.

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Stanley - None.

FRPC - None.

4. The following information for the reporting period with respect to claimant and each interest it holds directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

Not Applicable

(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

Not Applicable

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

Not Applicable

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Not Applicable

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Not Applicable

The above-named claimant has caused this statement to be duly executed on its behalf by its authorized officer on this 28th day of February, 2002.

The Stanley Works

By: /s/ David S. Winakor

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David S. Winakor

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Corporate Counsel  
and Assistant Secretary

CORPORATE SEAL

Attest:

/s/ Bruce H. Beatt

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Bruce H. Beatt  
Vice President, General  
Counsel and Secretary

Name, title and address of officer to whom notices and correspondence concerning  
this statement should be addressed.

David S. Winakor      Corporate Counsel & Assistant Secretary

-----  
(Name)

(Title)

1000 Stanley Drive, New Britain, CT 06053

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(Address)

EXHIBIT A

The Stanley Works and Subsidiaries  
Consolidating Statements of Operations  
For the fiscal year ended December 29, 2001  
(Unaudited, Thousands of Dollars)

	Farmington River Power Company	All Other Subsidiaries	Consolidated Stanley Works
	-----	-----	-----
Net Sales	\$ -	\$ 2,624,450	\$ 2,624,450
Costs and Expenses			
Costs of sales	(141)	1,701,491	1,701,350
Selling, general and administrative	70	593,680	593,750
Interest, net	-	25,625	25,625

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Other, net	-	(5,400)	(5,400)
Restructuring	-	72,425	72,425
	(71)	2,387,821	2,387,750
Earnings Before Income Taxes	71	236,629	236,700
Income Taxes	-	78,400	78,400
Net Earnings	\$ 71	\$ 158,229	\$ 158,300

The Stanley Works and Subsidiaries  
 Consolidating Balance Sheets  
 For the fiscal year ended December 29, 2001  
 (Unaudited, Thousands of Dollars)

	Farmington River Power Company	All Other Subsidiaries	Eliminations	Consolidated Stanley Works
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	\$ -	\$ 115,200	\$ -	\$ 115,200
Accounts and notes receivable	-	551,300	-	551,300
Inventories	-	410,100	-	410,100
Deferred taxes	-	4,700	-	4,700
Other current assets	-	60,000	-	60,000
Total Current Assets	-	1,141,300	-	1,141,300
Property, Plant and Equipment	2,018	492,282	-	494,300
Goodwill and Other Intangibles	-	236,100	-	236,100
Other Assets	-	187,887	(3,887)	184,000
Total Assets	\$ 2,018	\$2,057,569	\$ (3,887)	\$2,055,700

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LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities				
Short-term borrowings	\$ -	\$ 177,300	\$ -	\$ 177,300
Current maturities of long-term debt	-	120,100	-	120,100
Accounts payable	-	247,700	-	247,700
Accrued expenses	27	280,373	-	280,400
	-----	-----	-----	-----
Total Current Liabilities	27	825,473	-	825,500
	-----	-----	-----	-----
Long-Term Debt	-	196,800	-	196,800
Restructuring Reserves	-	11,465	-	11,465
Other Liabilities	1	189,634	-	189,635
	-----	-----	-----	-----
Total Liabilities	28	1,223,372	-	1,223,400
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Shareholders' Equity				
Preferred Stock	-	-	-	-
Common Stock	150	230,800	(150)	230,800
Retained earnings	942	1,183,958	-	1,184,900
Accumulated other comprehensive loss	-	(138,800)	-	(138,800)
ESOP Debt	-	(187,700)	-	(187,700)
Affiliate Investment	898	2,869	(3,767)	-
	-----	-----	-----	-----
	1,990	1,091,127	(3,917)	1,089,200
Less: cost of common stock in treasury	-	(256,900)	-	(256,900)
	-----	-----	-----	-----
Total Shareholders' Equity	1,990	834,227	(3,917)	832,300
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Total Liabilities and Shareholders' Equity	\$ 2,018	\$2,057,599	\$ (3,917)	\$2,055,700
	=====	=====	=====	=====

EXHIBIT B

Not Applicable

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EXHIBIT C

Not Applicable

ATTACHMENT 1

(All subsidiaries are included in the Consolidated Financial Statements of The Stanley Works)

Corporate Name	Jurisdiction of Incorporation
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The Stanley Works	Connecticut
The Farmington River Power Company	Connecticut
Stanley Foreign Sales Corporation	Virgin Islands
Jensen Tools, Inc.	Delaware
Contact East, Inc.	Massachusetts
Stanley-Bostitch Holding Corporation	Delaware
Stanley Logistics, Inc.	Delaware
Stanley Fastening Systems, L.P.	Delaware
Stanley de Chihuahua S.de R.L. de C.V.	Mexico
Stanley Receivables Corporation	Delaware
Stanley Funding Corporation	Delaware
The Stanley Works C.V.	Netherlands
Stanley Canada Inc.	Ontario, Canada
Mac Tools Canada Inc.	Ontario, Canada
Stanley Tools (N.Z.) Ltd.	New Zealand
Stanley do Brasil Ltda.	Brazil
Herramientas Stanley S.A. de C.V.	Mexico

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Stanley-Bostitch, S.A. de C.V.	Mexico
Stanley Atlantic, Inc.	Delaware
Stanley Israel Investments, Inc.	Delaware
Stanley Israel Investments B.V.	Netherlands
T.S.W. Israel Investments Ltd.	Israel

Corporate Name	Jurisdiction of Incorporation
ZAG Industries Ltd. (92.6%)	Israel
ZAG Industries U.S.A. Inc.	Delaware
Design and Shoot LTD	Israel
ZAG Operation (Assets) LTD	Israel
RGTI	Island of Nevis
ZAG Latin America LTD	Brazil
ZAG Israel Marketing LTD	Israel
ZAG U.K.	U.K.
A.M.T.Y. Vermogensverwoltan	Island of Nevis
Stanley International Holdings, Inc.	Delaware
Stanley Pacific Inc.	Delaware
Stanley Svenska A.B.	Sweden
Stanley Works (Europe) A.G.	Switzerland
Stanley European Holdings, L.L.C.	Delaware
Stanley Europe B.V.B.A.	Belgium
Stanley European Holdings B.V.	Netherlands
Stanley Tools Poland Sp.zo.o.	Poland
Stanley Fastening Systems Poland Sp.zo.o.	Poland
S.A. Stanley Works (Belgium) B.V.B.A.	Belgium
Bostitch G.m.b.H.	Germany
Friess G.m.b.H.	Germany
Stanley Deutschland G.m.b.H.	Germany



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Canico G.m.b.H. (49%)	Germany
Stanley Doors France, S.A.S.	France
Stanley France Services, S.A.S.	France

Corporate Name	Jurisdiction of Incorporation
Stanley Tools, S.A.S.	France
Stanley France, S.A.S.	France
Stanley Nordic ApS	Denmark
Stanley Works (Nederland) B.V.	Netherlands
Stanley Iberia S.L.	Spain
Suomen Stanley O.Y.	Finland
Stanley Italia S.r.l.	Italy
Stanley Tools S.r.l.	Italy
F.I.P.A. Due S.r.l.	Italy
Stanley U.K. Holding Ltd.	U.K.
Stanley U.K. Limited	U.K.
The Stanley Works Limited	U.K.
Stanley U.K. Sales Limited	U.K.
Stanley U.K. Services Limited	U.K.
The Stanley Works Pty. Ltd.	Australia
Stanley Works Asia Pacific Pte. Ltd.	Singapore
The Stanley Works Sales (Philippines), Inc.	Philippines
The Stanley Works (Bermuda) Ltd.	Bermuda
The Stanley Works Japan K.K.	Japan
Stanley Works (Thailand) Ltd.	Thailand
TONA a.s. (LTD) (92.85%)	Czech Republic
Stanley Works Malaysia Sdn. Bhd.	Malaysia
Stanley Works China Investments Ltd. (80%)	Virgin Islands
Stanley (Zhongshan) Hardware Co. Ltd.(65%)	China

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Corporate Name	Jurisdiction of Incorporation
Chiro Tools Holdings B.V.	Netherlands
Stanley Chiro International Ltd.	Taiwan
Beijing Daxing Stanley-Bostitch Metal Industries Company Limited (98%)	China
Stanley (Tianjin) International Trading Company, Ltd.	China

ATTACHMENT 2

Narrative Description of the Business. The Company was founded in 1843 by Frederick T. Stanley and incorporated in 1852. Stanley is a worldwide supplier of tools and door and related hardware products for professional, industrial and consumer use. Stanley(R) is a brand recognized around the world for quality and value.

In 2001, Stanley had net sales of \$2.624 billion and employed approximately 14,400 people worldwide. The Company's principal executive office is located at 1000 Stanley Drive, New Britain, Connecticut 06053 and its telephone number is (860) 225-5111.

In 2001, the Company undertook new initiatives to reduce its cost structure and executed several business repositionings intended to improve its competitiveness. These actions have or will result in the closure of thirteen facilities and a net employment reduction of approximately 2,100 production, selling and administrative people. As a result, the company recorded \$18 million and \$54 million of restructuring and asset impairment charges in the first and fourth quarters, respectively. Reserves were established for these initiatives consisting of \$55 million for severance, \$10 million for asset impairment charges and \$7 million for other exit costs. These initiatives are expected to be substantially completed by the middle of 2003.

The Company's operations are classified into two industry segments: Tools and Doors.

Tools. The Tools segment manufactures and markets carpenters, mechanics, pneumatic and hydraulic tools as well as tool sets. These products are distributed directly to retailers (including home centers, mass merchants and retail lumber yards) and end users as well as through third party distributors. Carpenters tools include hand tools such as measuring instruments, planes, hammers, knives and blades, screwdrivers, saws, garden tools, chisels, boring tools, masonry, tile and drywall tools, as well as electric stud sensors,

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levels, alignment tools and elevation measuring systems. The company markets its carpenters tools under the Stanley(R), FatMax(TM), MaxGrip(TM), Powerlock(R), IntelliTools(R), Contractor Grade(TM), Dynagrip(R), AccuScape(TM) and Goldblatt(R) brands.

Mechanics tools include consumer, industrial and professional mechanics hand tools, including wrenches, sockets, electronic diagnostic tools, tool boxes and high-density industrial storage and retrieval systems. Mechanics tools are

marketed under the Stanley(R), Proto(R), Mac(R), Husky(R), Jensen(R), Vidmar(R), ZAG(R) and Blackhawk(TM) brands.

Pneumatic tools include BOSTITCH(R) fastening tools and fasteners (nails and staples) used for construction, remodeling, furniture making, pallet manufacturing and consumer use and pneumatic air tools marketed under the Stanley(R) brand (these are high performance, precision assembly tools, controllers and systems for tightening threaded fasteners used chiefly by vehicle manufacturers).

Hydraulic tools include Stanley(R) hand-held hydraulic tools used by contractors, utilities, railroads and public works as well as LaBounty(R) mounted demolition hammers and compactors designed to work on skid steer loaders, mini-excavators, backhoes and large excavators.

Doors. The Doors segment manufactures and markets commercial and residential doors, both automatic and manual, as well as closet doors and systems, home decor and door and consumer hardware. Products in the Doors segment include residential insulated steel, reinforced fiberglass and wood entrance door systems, vinyl patio doors, mirrored closet doors and closet organizing systems, automatic doors as well as related door hardware products ranging from hinges, hasps, bolts and latches to shelf brackets and lock sets. Door products are marketed under the Stanley(R), Magic-Door(R), Welcome Watch(R), Stanley-Acmetrack(TM), Monarch(TM) and Acme(R) brands and are sold directly to end users and retailers as well through third party distributors.