

MCILNAY DONALD R
Form 4
December 14, 2005

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 *
MCILNAY DONALD R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sen. V.P., Pres.-Tools Group

NEW BRITAIN, CT 06053

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 08/16/2005 | | A | | 2,800 ⁽⁶⁾ | A | ⁽⁶⁾ 10,800 | D | | |
| Common Stock ⁽⁵⁾ | 12/12/2005 | | A | | 3,750 | A | \$ 0 | 14,550 | D | |
| Common Stock ⁽³⁾ | 12/12/2005 | | J | | 417.3683 ⁽³⁾ | A | ⁽²⁾ | 1,392.0432 ⁽³⁾ | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Interest in Employer Stock Fund ⁽¹⁾ | (2) | 12/12/2005 | | A | 504.9317 | (2) (2) | Common Stock 504.9317 (1) |
| Stock Option (right to buy) | \$ 47.29 | 12/12/2005 | | A | 15,000 | (4) 12/11/2015 | Common Stock 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCILNAY DONALD R
1000 STANLEY DRIVE
NEW BRITAIN, CT 06053

Sen. V.P., Pres.-Tools Group

Signatures

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

12/14/2005

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 11/30/05, including aggregate number of shares acquired on various dates since date of last report
- (2) Exempt
- (3) Aggregate number of shares held in ESPP as of 11/14/05, including aggregate number of shares acquired on various dates since date of last report
- (4) The option will become exercisable in four equal annual installments on December 12, 2006, 2007, 2008 and 2009.
- (5) Shares to be delivered upon vesting of restricted stock units that vest in four equal annual installments beginning on December 12, 2006

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(6) Transfer of ESPP shares into a brokerage account

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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