

STANLEY WORKS
Form 4
December 13, 2006

FORM 4

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

OMB APPROVAL

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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 *
LOREE JAMES M

(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)
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)
Executive Vice President, CFO

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)
Common Stock ⁽⁴⁾	12/11/2006		J	52,495 ⁽⁴⁾	A ⁽³⁾ 2,222.0704	I	Through Computershare Under ESPP
Common Stock ⁽⁶⁾	12/11/2006		A	12,500 ⁽⁶⁾	A \$ 0 29,800	D	

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

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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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