

MCILNAY DONALD R

Form 4

December 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCILNAY DONALD R

(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)
12/12/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	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.

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information contained in this form are not
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SEC 1474
(9-02)

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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⁾	<u>(2)</u>	12/12/2005		A		504.93	17	<u>(2)</u>	<u>(2)</u>	Common Stock	504.93 ⁽¹⁾
Stock Option (right to buy)	\$ 47.29	12/12/2005		A		15,000		<u>(4)</u>	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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