### Edgar Filing: STANLEY WORKS - Form 4

STANLEY Form 4	WORKS									
March 30, 2								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287		
Check th if no lon subject t Section Form 4 Form 5 obligatio may con <i>See</i> Instr 1(b).	ger 50 16. 50 Filed pu 51 51 51 51 51 51 51 51 51 51	MENT OF rsuant to S (a) of the I 30(h)	Expires: Estimated burden hou response	urs per						
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> KRAUS EILEEN S			2. Issuer Name <b>and</b> Ticker or Trading Symbol STANLEY WORKS [SWK]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1000 STANLEY DRIVE (Street) .			3. Date of Earliest Transaction (Month/Day/Year) 03/29/2005				(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> 0ther (specify below)			
				endment, D onth/Day/Yea	-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	ties (A) or of (D) 4 and 5) (A) or	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	
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	Perso infor requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares (1)	\$ 44.77	03/29/2005	А		117.6392 (4)		(2)	<u>(3)</u>	Common Stock	117.6392

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
KRAUS EILEEN S 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Х							
Signatures								
By: /s/ Bruce H. Beatt, Attorney-in-Fact	03/30/2005							
**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) Book Entry of shares credited to Director's account upon the deferral of dividend payment pursuant to the Deferred Compensation Plan for Non-Employee Directors maintained by The Stanley Works
- (2) Currently 100% vested
- (3) The reporting director will receive common stock of the corporation on the first business day of the calendar year immediately following the year in which she ceases to be a director
- (4) With dividend equivalent rights

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.