### Edgar Filing: STANLEY WORKS - Form 4

STANLEY Form 4	WORKS									
March 29, 2	ЛЛ	STATES	SFCU	DITIES /	ND FY	CHANCE	E COMMISSION	т	PPROVAL	
Check th			shington	OMB Number: Expires:	3235-0287 January 31,					
if no lon subject t Section Form 4 o	50 <b>STATE</b> 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Sectio 1940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> ZIMMERMAN LAWRENCE A			Symbol	er Name <b>an</b>		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(Che	(Check all applicable)		
1000 STANLEY DRIVE			(Month/Day/Year) 03/28/2006				X_ Director10% Owner Officer (give titleOther (specify below)Other (specify			
NEW BRIT	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>						
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rej	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforr requi	nation con red to resp ays a curre	spond to the collect tained in this form ond unless the for ntly valid OMB co	are not m	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	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(Inst

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	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Shares $(1)$	\$ 51.015	03/28/2006	А		6.2386 <u>(4)</u>		(2)	(3)	Common Stock	6.2386	\$ 5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
, o	Director	10% Owner	Officer	Other		
ZIMMERMAN LAWRENCE A 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053	Х					
Signatures						
By: /s/ Bruce H. Beatt, Attorney-in-Fact		03/29/200	)6			
**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 he 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.