

Ansell Jeffrey D
Form 4
September 19, 2006

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 *
Ansell Jeffrey D

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)
09/15/2006

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

V.P., Pres. Consumer Tools

NEW BRITAIN, CT, X1 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 or (D) Price			
Common Stock	09/15/2006		M	3,000 A \$ 19.3438	11,250	D	
Common Stock ⁽¹⁾	09/15/2006		S	3,000 D \$ 50.2854	8,250	D	
Common Stock	09/15/2006		M	7,200 A \$ 28.1875	15,450	D	
Common Stock ⁽¹⁾	09/15/2006		S	7,200 D \$ 50.2854	8,250	D	
Common Stock ⁽¹⁾	09/15/2006		S	7,000 ⁽⁶⁾ D \$ 50.2854	1,250	D	

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Common Stock	09/15/2006		A	313.0139 <u>(5)</u>	A	<u>(4)</u>	4,469.0551	I	Through Computershare under ESPP
Common Stock <u>(1)</u>	09/15/2006		S	3,434	D	\$ 50.2854	1,035.0551	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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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 <u>(2)</u>	<u>(4)</u>	09/19/2006		A	93.2082 <u>(2)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 93.20
Interest in Employer Stock Fund <u>(3)</u>	<u>(4)</u>	09/19/2006		A	46.0689 <u>(3)</u>	<u>(4)</u> <u>(4)</u>	Common Stock 46.06
Stock Option (right to buy)	\$ 19.3438	09/15/2006		M	3,000	10/18/2000 10/18/2010	Common Stock 3,000
Stock Option (right to buy)	\$ 28.1875	09/15/2006		M	7,200	04/19/2000 04/19/2010	Common Stock 7,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ansell Jeffrey D
1000 STANLEY DRIVE
NEW BRITAIN, CT, X1 06053

V.P., Pres. Consumer Tools

Signatures

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

09/19/2006

__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) Shares sold pursuant to Rule 10b5-1 Plan

(2) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 8/31/06, including aggregate number of shares acquired on various dates since date of last report

(3) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 8/31/06, including aggregate number of shares acquired on various dates since date of last report

(4) Exempt

(5) Aggregate number of shares held in ESPP as of 9/12/06, including aggregate number of shares acquired on dates since date of last report

(6) 4,798 RSU shares sold and 2,202 RSU shares were withheld to cover tax withholding

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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