

Allan Donald

Form 3

November 03, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Allan Donald

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/24/2006

3. Issuer Name **and** Ticker or Trading Symbol
STANLEY WORKS [SWK]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
V.P. & Controller6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

1000 STANLEY DRIVE

(Street)

NEW BRITAIN,
CT, X1 06053

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

7,996.6619 ⁽¹⁾

D

X

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
NQSO (rights to buy)	Â (2)	10/18/2011	Common Stock	5,000	\$ 39	D	Â
NQSO (rights to buy)	Â (3)	10/16/2012	Common Stock	10,000	\$ 30.96	D	Â
NQSO (rights to buy)	Â (4)	10/15/2013	Common Stock	5,625	\$ 31.31	D	Â
NQSO (rights to buy)	Â (5)	10/15/2014	Common Stock	10,000	\$ 41.425	D	Â
NQSO (rights to buy)	Â (6)	12/13/2015	Common Stock	5,000	\$ 47.195	D	Â
Interest in Employer Stock Fund (7)	Â (2)	Â (9)	Common Stock	856	\$ (10)	D	Â
Interest in Employer Stock Fund (8)	Â (2)	Â (9)	Common Stock	245	\$ (11)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allan Donald 1000 STANLEY DRIVE NEW BRITAIN, CT,Â X1Â 06053	Â	Â	Â V.P. & Controller	Â

Signatures

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

11/03/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Of the 7,996.6619 shares directly held, 5,250 shares are RSUs of which 312 shares vest 12/13/06, 313 shares vest 12/13/07, 312 shares vest 12/13/08, 313 shares vest 12/13/09 and 4,000 are fully vested but distribution of underlying shares has been deferred to the earlier of August 14, 2008 or termination of Mr. Allan's employment.
- (1) Currently vested
 - (3) 5,000 shares currently exercisable and 5,000 shares exercisable on 10/17/07
 - (4) 3,750 shares currently exercisable and 1,875 shares exercisable on 10/16/07
 - (5) 5,000 shares currently exercisable, 2,500 shares exercisable on 10/15/07 and 2,500 shares exercisable on 10/15/08
 - (6) 1,250 shares exercisable on 12/13/06, 1,250 shares exercisable on 12/13/07, 1,250 shares exercisable on 12/13/08 and 1,250 shares exercisable on 12/13/09
 - (7) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 10/24/06
 - (8) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 10/24/06

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- (9) Distributions are generally made following termination of employment
- (10) Common shares purchased from time to time by the trustee of the Plan for current market value
- (11) Common shares are credited from time to time based on current market value

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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