Edgar Filing: STANLEY WORKS - Form 4

STANLEY Form 4	WORKS									
December 2	ЛЛ	STATES	SECUI	RITIES /	AND EX	CHANG	E COMMISSION		PPROVAL	
		0111111		shington				Number:	3235-0287	
Check ti if no lor subject to Section Form 4 Form 5 obligation may cor <i>See</i> Inst 1(b).	nger to 16. or Filed pur ons stinue.	WNERSHIP OF inge Act of 1934, t of 1935 or Section 1940	Estimated burden hou response	urs per						
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> COLBERT VIRGIS			2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1000 STANLEY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2006				(Check all applicable) <u>X</u> Director <u>Officer (give title</u> <u>10% Owner</u> <u>Director</u> Other (specify <u>below</u>)			
		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
	FAIN, CT 06053						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Re	port on a separate line	e for each cla	uss of sect	urities bene	Perso inforr requi	ons who re nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the found ontly valid OMB co	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	Derivative	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)	\$ 49.195	12/19/2006	А		39.5829 (4)		(2)	(3)	Common Stock	39.5829	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
COLBERT VIRGIS 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Х							
Signatures								
By: /s/ Bruce H. Beatt, Attorney-in-Fact		12/21/2	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) 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 in four approximately equal installments to be delivered on the first business day of the calendar year immediately following the year in which he ceases to be a director and each of the next 3 calendar years
- (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.