

STANLEY WORKS
Form 3
July 26, 2005

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Boswell Justin C		(Month/Day/Year)	STANLEY WORKS [SWK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1000 STANLEY DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
NEW BRITAIN,			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
CT,Â X1Â 06053			(give title below)	(specify below)
(City)	(State)	(Zip)	Vice President	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. 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	2,371.025	I	Through Computershare under ESPP

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

SEC 1473 (7-02)

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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Interest in Employer Stock Fund <u>(1)</u>	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	1,001.2484 \$ <u>(9)</u>		D	Â
Interest in Employer Stock Fund <u>(2)</u>	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	903.6583 \$ <u>(10)</u>		D	Â
NQSO (rights to buy)	Â <u>(5)</u>	10/18/2011	Common Stock	6,000 \$ 39		D	Â
NQSO (rights to buy)	Â <u>(6)</u>	10/16/2012	Common Stock	40,000 \$ 30.96		D	Â
NQSO (rights to buy)	Â <u>(7)</u>	10/15/2013	Common Stock	18,750 \$ 31.31		D	Â
NQSO (rights to buy)	Â <u>(8)</u>	10/15/2014	Common Stock	25,000 \$ 41.425		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boswell Justin C 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053	Â	Â	Â Vice President	Â

Signatures

By: Justin C. Boswell 07/26/2005

**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).
- (1) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 7/20/05
- (2) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 7/20/05
- (3) Currently Vested
- (4) Distributions are generally made following termination of employment
- (5) 6,000 shares exercisable on 10/19/06
- (6) 20,000 shares exercisable on 10/17/05 & 20,000 shares exercisable on 10/17/07
- (7) 6,250 shares exercisable on 10/16/05, 6,250 shares exercisable on 10/16/06 & 6,250 shares exercisable on 10/16/07
- (8) 6,250 shares exercisable on 10/15/05, 6,250 shares exercisable on 10/15/06, 6,250 shares exercisable on 10/15/07 & 6,250 shares exercisable on 10/15/08
- (9) Common shares purchased from time to time by the trustee of the plan for current market value
- (10) Common shares are credited from time to time based on current market value

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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.