

STANLEY WORKS  
Form 4  
July 20, 2005

**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 \*  
**BEATT BRUCE H**

(Last) (First) (Middle)  
  
1000 STANLEY DRIVE  
  
(Street)

NEW BRITAIN, X1 06053

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STANLEY WORKS [SWK]**

3. Date of Earliest Transaction (Month/Day/Year)  
**07/18/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
V.P., Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 (A) or (D) Price			
Common Stock	07/18/2005		M	7,500 A \$ 39	7,500	D	
Common Stock	07/18/2005		S	7,500 D \$ 50	0	D	
Common Stock <sup>(4)</sup>	07/20/2005		J	826.927 <sup>(4)</sup> A <sup>(3)</sup>	2,860.154	I	Through Computershare under ESPP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Option (right to buy)	\$ 39	07/18/2005		M	7,500	10/19/2001	10/18/2011	Common Stock	7
Interest in Employer Stock Fund <u>(1)</u>	<u>(3)</u>	07/20/2005		A	65.8193 <u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	65
Interest in Employer Stock Fund <u>(2)</u>	<u>(3)</u>	07/20/2005		A	33.1661	<u>(3)</u>	<u>(3)</u>	Common Stock	33

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, X1 06053			V.P., Gen. Counsel & Secretary	

## Signatures

By: /s/ Bruce H. Beatt, Attorney-in Fact  
Date: 07/20/2005

    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) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 7/15/05, including aggregate number of shares acquired on various dates since date of last report
- (2) Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 7/15/05, including aggregate number of shares acquired on various dates since date of last report

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- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 7/20/05, including aggregate number of shares acquired on various dates since date of last report

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.