Edgar Filing: STANLEY WORKS - Form 4

OT AND DV WODVO

Form 4	WORKS									
September 28	8, 2005									
FORM	4					antinar		-	PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-02	
Check thi if no long subject to Section 1 Form 4 or Form 5	6. Filed pur		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,						Expires: January 31, 2005 Estimated average burden hours per response 0.5	
obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(•	•	npany Act 1y Act of 1	of 1935 or Secti 940	on		
(Print or Type R	Responses)									
1. Name and A BREEN JOI	S	Symbol	r Name an o		-	5. Relationship of Reporting Person(s) to Issuer				
	S	STANL	EY WO	RKS [SV	VK]	(Check all applicable)				
(Last) (First) (Middle) 1000 STANLEY DRIVE			3. Date of Earliest Transaction(Month/Day/Year)09/27/2005			X_ Director 10% Owner Officer (give title Other (specify below) below)				
		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 					
NEW BRIT	AIN, CT 06053						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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 o Indirect Beneficial Ownership (Instr. 4)	
Reminder: Repo	ort on a separate line	e for each class	s of secu	urities bene	Perso	ons who res	spond to the colle tained in this forn	n are not	SEC 1474 (9-02)	
						ays a curre	ond unless the fo ntly valid OMB co			

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		

8 E S

(]

Edgar Filing: STANLEY WORKS - Form 4

	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)	\$ 44.45	09/27/2005	А		64.1415 <u>(4)</u>		(2)	(3)	Common Stock	64.1415

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BREEN JOHN G 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Х						
Signatures							
By: /s/ Bruce H. Beatt, Attorney-in-Fact		09/28/2	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) 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 on the first business day of the calendar year immediately following the year in which he ceases to be a director
- (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.