

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 ⁽⁴⁾	07/20/2005		J	826.927 ⁽⁴⁾ A ⁽³⁾	2,860.154	I	Through Computershare under ESPP

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date			
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 ⁽¹⁾	<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 ⁽²⁾	<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

BEATT BRUCE H
1000 STANLEY DRIVE
NEW BRITAIN, X1 06053

Director 10% Owner Officer Other

V.P., Gen. Counsel & Secretary

Signatures

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

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.

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