STANLEY WORKS

Form 4

March 15, 2006

FORM 4

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

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Estimated average

OMB APPROVAL

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **COLBERT VIRGIS**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

1.Title of

Security

(Instr. 3)

(Middle)

STANLEY WORKS [SWK]

(Check all applicable)

1000 STANLEY DRIVE

3. Date of Earliest Transaction

(Month/Day/Year)

03/15/2006

X_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

below)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Month/Day/Year)

Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

> Following Reported

Owned

Transaction(s) (Instr. 3 and 4)

or

Code V Amount (D) Price

(A)

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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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) | \$ 47.755 | 03/15/2006 | A | | 444.9795 (4) | | (2) | (3) | Common Stock | 444.9795 |

Reporting Owners

| Reporting Owner Name / Address | Keiationsnips | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| COLBERT VIRGIS 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | X | | | | | | |

Signatures

By: /s/ Bruce H. Beatt, Attorney-in-Fact 03/15/2006

**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 retainer and chairperson fee 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., one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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