Edgar Filing: BREEN JOHN G - Form 4

| BREEN JOI Form 4 June 29, 200 | | | | | | | | | | | |
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| | ЛЛ | | | | | | | | PPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | N OMB Number: | 3235-0287 | | |
| Check th if no lon subject t Section Form 4 o Form 5 obligation may con <i>See</i> Instr 1(b). | ger o 16. or Filed pur ons tinue. | rsuant to S (a) of the P | ection 1 Public U | HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES January 20 20 20 20 20 20 20 20 20 20 20 20 20 2 | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> BREEN JOHN G | | | 2. Issuer Name and Ticker or Trading Symbol STANLEY WORKS [SWK] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| | | | | | - | - | (Check all applicable) | | | | |
| (Last) (First) (Middle) 1000 STANLEY DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/27/2006 | | | XDirector10% Owner Officer (give titleOther (specify below) below) | | | | | |
| NEW BRIT | | 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 | | | | | | |
| | | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | e Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution I any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, | (A) or l of (D) 4 and 5) (A) or | 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) | | |
| Reminder: Rei | port on a senarate line | e for each cla | use of sec | urities bene | ficially on | uned directly | or indirectly | | | | |
| Kenninder; Kej | port on a separate line | | | unites bene | Perse infor requi | ons who res mation con red to resp ays a curre | spond to the colle tained in this forn ond unless the fo ntly valid OMB co | n are not rm | SEC 1474 (9-02) | | |

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 | | |

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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) | \$ 46.11 | 06/27/2006 | А | | 71.2813 <u>(4)</u> | | (2) | <u>(3)</u> | Common Stock | 71.2813 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| 1 | 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 | 06/29/2006 | | | | | | |
| *** | | | | | | | |

**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 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.