

STANLEY WORKS
Form 3
May 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Chen Jeff Hung-Tse</p> <p>(Last) (First) (Middle)</p> <p>1000 STANLEY DRIVE</p> <p>(Street)</p> <p>NEW BRITIAN, CT 06053</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/27/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>STANLEY WORKS [SWK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>V.P., Global Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	820	D	Chen
Common Stock	2,591.196	I	Through Computershare under ESPP

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Interest in Employer Stock Fund <u>(1)</u>	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	7,034.4855	\$ <u>(10)</u>	D	Â
Interest in Employer Stock Fund <u>(2)</u>	Â <u>(3)</u>	Â <u>(4)</u>	Common Stock	1,267.7415	\$ <u>(11)</u>	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	10/20/2007	Common Stock	500	\$ 43.41	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	10/20/2008	Common Stock	500	\$ 28.4688	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	05/18/2009	Common Stock	3,000	\$ 32.8125	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	10/20/2009	Common Stock	1,000	\$ 24.9063	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	04/19/2010	Common Stock	5,000	\$ 28.1875	D	Â
NQSO (rights to buy)	Â <u>(3)</u>	10/18/2010	Common Stock	1,000	\$ 19.3438	D	Â
NQSO (rights to buy)	Â <u>(5)</u>	10/18/2011	Common Stock	2,000	\$ 39	D	Â
NQSO (rights to buy)	Â <u>(6)</u>	10/16/2012	Common Stock	5,000	\$ 30.96	D	Â
NQSO (rights to buy)	Â <u>(7)</u>	10/15/2013	Common Stock	5,000	\$ 31.31	D	Â
NQSO (rights to buy)	Â <u>(8)</u>	12/20/2013	Common Stock	5,000	\$ 35.705	D	Â
NQSO (rights to buy)	Â <u>(9)</u>	10/15/2014	Common Stock	10,000	\$ 41.425	D	Â
Restricted Stock Units <u>(12)</u>	Â <u>(13)</u>	Â <u>(13)</u>	Common Stock	7,500	\$ 35.705	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chen Jeff Hung-Tse 1000 STANLEY DRIVE NEW BRITIAN,Â CTÂ 06053	Â	Â	Â V.P., Global Operations	Â

Signatures

Jeff Hung-Tse
Chen

05/09/2005

 **Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 4/27/05
- (2) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 4/27/05
- (3) Currently Vested
- (4) Distributions are generally made following termination of employment
- (5) 1,000 shares currently vested & 1,000 shares exercisable on 10/19/06
- (6) 2,500 shares exercisable on 10/17/05 & 2,500 shares exercisable on 10/17/07
- (7) 1,250 shares exercisable on 10/16/05, 1,250 shares exercisable on 10/16/06 & 1,250 shares exercisable on 10/16/07
- (8) 1,250 shares exercisable on 12/17/05, 1,250 shares exercisable on 12/17/06 & 1,250 shares exercisable on 12/17/07
- (9) 2,500 shares exercisable on 10/15/05, 2,500 shares exercisable on 10/15/06, 2,500 shares exercisable on 10/15/07 & 2,500 shares exercisable on 10/15/08
- (10) Common shares purchased from time to time by the trustee of the plan for current market value
- (11) Common shares are credited from time to time based on current market value
- (12) Includes dividend equivalent rights
- (13) 1,875 became payable on 12/1/04, distribution has been deferred until the earlier of termination of employment or market price of \$60/share; 1,875 are payable on 12/1/05, 1,875 are payable on 12/1/06 & 1,875 are payable on 12/1/07

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.