

Ansell Jeffrey D
 Form 3
 February 23, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Ansell Jeffrey D | | (Month/Day/Year) | STANLEY WORKS [SWK] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/22/2006 | | |
| 1000 STANLEY DRIVE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | V.P., Pres. Consumer Tools | |
| NEW BRITAIN, | | | | |
| CT,Â X1Â 06053 | | | | |
| (City) | (State) | (Zip) | | |

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 | 8,250 ⁽¹⁾ | D | Â |
| Common Stock | 4,156.0412 | 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) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| NSQO (rights to buy) | Â (2) | 04/19/2010 | Common Stock | 10,000 | \$ 28.1875 | D | Â |
| NQSO (rights to buy) | Â (2) | 10/18/2010 | Common Stock | 3,000 | \$ 19.3488 | D | Â |
| NQSO (rights to buy) | Â (3) | 10/18/2011 | Common Stock | 20,000 | \$ 39 | D | Â |
| NQSO (rights to buy) | Â (4) | 10/16/2012 | Common Stock | 10,000 | \$ 30.96 | D | Â |
| NQSO (rights to buy) | Â (5) | 10/15/2013 | Common Stock | 15,000 | \$ 31.31 | D | Â |
| NQSO (rights to buy) | Â (6) | 10/15/2014 | Common Stock | 10,000 | \$ 41.425 | D | Â |
| NQSO (rights to buy) | Â (7) | 12/13/2015 | Common Stock | 5,000 | \$ 47.195 | D | Â |
| Interest in Employer Stock Fund (8) | Â (10) | Â (11) | Common Stock | 966.4933 | \$ (12) | D | Â |
| Interest in Employer Stock Fund (9) | Â (10) | Â (11) | Common Stock | 883.3548 | \$ (13) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ansell Jeffrey D 1000 STANLEY DRIVE NEW BRITAIN, CT, X1 06053 | Â | Â | Â V.P., Pres. Consumer Tools | Â |

Signatures

Jeffrey D. Ansell 02/23/2006
 **Signature of Date
 Reporting Person

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) Shares include 7,000 RSUs which become exercisable 4/18/06; 312 shares which become exercisable 12/13/06, 312 shares which become exercisable 12/13/07, 312 shares which become exercisable 12/13/08, and 312 shares which become exercisable 12/13/09
- (2) Currently vested
- (3) 10,000 shares currently vested and 10,000 shares exercisable on 10/19/06

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- (4) 5,000 shares currently vested and 5,000 shares exercisable on 10/17/07
- (5) 7,500 shares currently vested and 3,750 shares exercisable on 10/16/06 & 3,750 shares exercisable on 10/16/07
- (6) 2,500 shares currently vested and 2,500 shares exercisable on 10/15/06, 2,500 shares exercisable on 10/15/07 and 2,500 shares exercisable on 10/15/08
- (7) 1,250 shares exercisable on 12/13/06, 1,250 shares exercisable on 12/13/07, 1,250 shares exercisable on 12/13/08 and 1,250 shares exercisable on 12/13/09
- (8) Represents number of shares held for the reporting person under the Company's 401(k) Savings Plan as of 1/31/06
- (9) Represents number of shares held for the reporting person under the Company's Supplemental Savings Plan as of 1/31/06
- (10) Currently vested
- (11) Distributions are generally made following termination of employment
- (12) Common shares purchased from time to time by the trustee of the Plan for current market value
- (13) Common shares are credited from time to time based on currently market value

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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