LOREE JAMES M

Form 4

February 02, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

**OMB APPROVAL OMB** 

Number:

3235-0287

Expires:

January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

may continue. See Instruction

1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* LOREE JAMES M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

1000 STANLEY DRIVE

(Middle)

STANLEY WORKS [SWK]

(Check all applicable)

Executive Vice President, CFO

(Last)

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

02/01/2005

Director 10% Owner \_\_ Other (specify

X\_ Officer (give title ) below)

(Street)

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

#### NEW BRITAIN, CT 06053

(City)	(State)	(Zip) 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	3. Transaction	4. Securities or Disposed of (Instr. 3, 4 and	(D)	red (A) or	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial Ownership	
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(msu. 3, 4 ai	id 3)		Owned Following Reported	Direct (D) or Indirect	(Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Commor Stock	02/01/2005		M	20,000	A	\$ 20.375	ŕ	D		
Commor Stock	02/01/2005		S	20,000	D	\$ 46.9726	0	D		
Commor Stock (4)	02/02/2005(4)		J	629.1907 (4)	A	(3)	1,958.8116	I	Through Computershare under ESPP	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Stock Option (right to buy)	\$ 20.375	02/01/2005		M	20,000	10/19/2001	10/18/2010	Common Stock	20,00
Interest in Employer Stock Fund (1)	(3)	02/02/2005(1)		A	1.9095 (1)	(3)	<u>(3)</u>	Common Stock	1.909 (1)
Interest in Employer Stock Fund (2)	(3)	02/02/2005(2)		A	54.9721 (2)	(3)	<u>(3)</u>	Common Stock	54.971 (2)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

Executive Vice President, CFO

### **Signatures**

By: /s/ Bruce H. Beatt, Attorney-in-Fact 02/02/2005

\*\*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 12/31/04, including aggregate number of shaes acquired on various dates since date of last report

**(2)** 

Reporting Owners 2

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Represents number of shares notionally held for reporting person under the Company's Supplemental Savings Plan as of 12/31/04, including aggregate number of shares acquired on various dates since date of last report

- (3) Exempt
- (4) Aggregate number of shares held in ESPP as of 12/31/04, 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. 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.