

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. ) \*

THE STANLEY WORKS  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE CLASS OF SECURITIES)  
854616109  
(CUSIP NUMBER)

CHECK THE FOLLOWING BOX IF A FEE IS BEING PAID WITH THIS  
STATEMENT. \_\_\_\_\_ (A FEE IS NOT REQUIRED ONLY IF THE FILING PERSON: (1)  
HAS A PREVIOUS STATEMENT ON FILE REPORTING BENEFICIAL OWNERSHIP OF  
MORE THAN FIVE PERCENT OF THE CLASS OF SECURITIES DESCRIBED IN ITEM  
1; AND (2) HAS FILED NO AMENDMENT SUBSEQUENT THERETO REPORTING  
BENEFICIAL OWNERSHIP OF FIVE PERCENT OR LESS OF SUCH CLASS.) (SEE  
RULE 13D-7).

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A  
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE  
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT  
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED  
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL  
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE  
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE  
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL  
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

CUSIP NO. 854616109 13G PAGE 2 OF 5 PAGES

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
THE STANLEY WORKS 401(K) SAVINGS PLAN

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_\_  
B \_\_\_\_

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER  
0 SHARES  
6. SHARED VOTING POWER  
10,695,371 SHARES  
7. SOLE DISPOSITIVE POWER  
0 SHARES  
8. SHARED DISPOSITIVE POWER  
10,695,371 SHARES  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,695,371 SHARES

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
24.1%

12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
VARIOUS COLLECTIVE INVESTMENT FUNDS FOR EMPLOYEE BENEFIT PLANS  
AND OTHER INDEX ACCOUNTS THE STANLEY WORKS
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_\_  
B \_\_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
328,984 SHARES
6. SHARED VOTING POWER  
0 SHARES
7. SOLE DISPOSITIVE POWER  
494,584 SHARES
8. SHARED DISPOSITIVE POWER  
0 SHARES
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
494,584 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.1%
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST CO, TRUSTEE/CO-TRUSTEE 04-1867445  
VARIOUS PERSONAL TRUST ACCOUNTS THE STANLEY WORKS
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
8,661 SHARES
6. SHARED VOTING POWER  
256 SHARES
7. SOLE DISPOSITIVE POWER  
800 SHARES
8. SHARED DISPOSITIVE POWER  
8,117 SHARES
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,917 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%
12. TYPE OF REPORTING PERSON\*  
  
BK

## ITEM 1.

- (A) NAME OF ISSUER  
THE STANLEY WORKS
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
1000 STANLEY DRIVE  
P.O. BOX 7000  
NEW BRITAIN, CT 06050

## ITEM 2.

- (A) NAME OF PERSON FILING  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE  
  
225 FRANKLIN STREET, BOSTON, MA 02110
- (C) CITIZENSHIP  
  
BOSTON, MASSACHUSETTS
- (D) TITLE OF CLASS OF SECURITIES  
  
COMMON STOCK
- (E) CUSIP NUMBER  
  
854616109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (B)   X   BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

ITEM 4. OWNERSHIP

- (A) AMOUNT BENEFICIALLY OWNED  
11,198,872 SHARES
- (B) PERCENT OF CLASS  
25.2%
- (C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE  
337,645 SHARES
  - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE  
10,695,627 SHARES
  - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
495,384 SHARES
  - (IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF  
10,703,488 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE  
STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY  
KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE  
ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED  
FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR  
INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE  
NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY  
TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND  
TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY  
THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY  
DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN  
PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND  
BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT  
IS TRUE, COMPLETE AND CORRECT.

9 February 1996

STATE STREET BOSTON CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/s/ Janet Denneen  
Senior Compliance Officer