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STANLEY WORKS
Form 10-Q/A
August 25, 2003

[GRAPHIC LOGO OMITTED] STANLEY

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
For the quarterly period ended June 28, 2003.

or

Transition Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934
For the Transition Period from to

Commission File Number 1-5224

THE STANLEY WORKS
(Exact name of registrant as specified in its charter)

CONNECTICUT ----- (State or other jurisdiction of incorporation or organization)	06-0548860 ----- (I.R.S. Employer Identification Number)
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1000 Stanley Drive New Britain, Connecticut ----- (Address of principal executive offices)	06053 ----- (Zip Code)
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(860) 225-5111

(Registrant's telephone number)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

85,398,329 shares of the registrant's common stock were outstanding as of May 2, 2003.

EXPLANATORY NOTE

The purpose of this Form 10-Q/A is to amend Item 6 to add Exhibits 10(i), Form of Change in Control Severance Agreements, and 10(ii), Schedule of Certain Executive Officers who are Parties to the Change in Control Severance Agreements in the forms referred to in Exhibit 10(i).

This amendment does not reflect events occurring after the original filing of the Form 10-Q, or modify or update those disclosures in the Form 10-Q,

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except to reflect the amendment described above.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit No.	Description:
10 (i)	Forms of Change in Control Severance Agreements.
10 (ii)	Schedule of Certain Executive Officers who are Parties to the Change in Control Severance Agreements in the forms referred to in Exhibit 10(i).
31 (i)	Certification by CEO pursuant to Rule 13a-14(a).
31 (ii)	Certification by CFO pursuant to Rule 13a-14(a).
32 (i)	Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32 (ii)	Certification by CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

- (1) The Company filed a Current Report on Form 8-K dated April 9, 2003 with respect to the Company's press release announcing plans to improve operating margin, reduce outstanding shares and providing earnings guidance for the first quarter and the full year 2003.
- (2) The Company filed a Current Report on Form 8-K dated April 29, 2003 with respect to the Company's press release reporting results for the first quarter of 2003.
- (3) The Company filed a Current Report on Form 8-K dated May 8, 2003 with respect to the Company's press release providing earnings guidance for the second quarter and full year 2003 with additional guidance regarding cash flow in 2003.
- (4) The Company filed a Current Report on Form 8-K dated May 20, 2003 with respect to the Company's press release announcing the retirement of John M. Trani, Chairman and Chief Executive Officer, effective December 31, 2003.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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THE STANLEY WORKS

Date: August 25, 2003

By: /s/ James M. Loree

James M. Loree
Executive Vice President
and Chief Financial Officer