

0857

STANLEY**Bruce H. Beatt**

Vice President, General Counsel and Secretary

August 13, 2002

VIA FEDEX AND TELECOPY

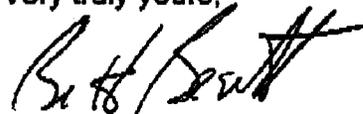
Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

*Re: Filing of Sworn Statements Pursuant to Section 21(a)(1) of the
Securities Exchange Act of 1934.*

Dear Mr. Katz:

Enclosed please find counterparts of the above captioned sworn statements from John Trani and James Loree, the Chief Executive Officer and Chief Financial Officer, respectively, of The Stanley Works. Copies were also delivered to your office via telecopy earlier today.

Very truly yours,



Bruce H. Beatt

Enclosures

RECEIVED
OFFICE OF THE SECRETARY

AUG 13 2002

0857

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE
ACT FILINGS**

I, John M. Trani, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of The Stanley Works, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the audit committee of The Stanley Works.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Form 10-K of The Stanley Works filed February 22, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Stanley Works filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

John M. Trani
John M. Trani
Date: 8/13/02

Subscribed and sworn to
before me this 13 day of
August, 2002.

Joyce A. Griffin
Notary Public

RECEIVED
OFFICE OF THE SECRETARY
AUG 13 2002

My Commission Expires:
October 31, 2004

JOYCE A. GRIFFIN
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 2004