Bartone Michael A. Form 4 February 07, 2012

FORM 4

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

OMB APPROVAL

Number: 3235-0287

January 31,

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Form filed by More than One Reporting

Person

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bartone Michael A. Issuer Symbol STANLEY BLACK & DECKER, (Check all applicable) INC. [SWK] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) 1000 STANLEY DRIVE 02/03/2012 V.P. Corporate Tax (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

NEW BRITAIN, CT 06053

(City)	(State)	(Zip) Ta	ble I - Non	-Derivati	ve Sec	urities Acc	quired, Disposed	of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/03/2012		M	2,375	A	\$ 33.345	41,186	D	
Common Stock	02/03/2012		S	2,375	D	\$ 72.5	38,811	D	
Common Stock (2)							1,311.8015	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 information contained in this form are not required to respond unless the form

SEC 1474

(9-02)

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displays a currently valid OMB control

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)	Secu Acq (A) Disp (D)	urities uired or oosed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option (Right to Buy)	\$ 33.345	02/03/2012		M		2,375	<u>(1)</u>	12/09/2018	Common Stock	2,3
Interest In Employer Stock Fund (401(k) Plan)	<u>(3)</u>						(3)	(3)	Common Stock	1,645
Interest in Employer Stock Fund (Supplemental Plan) (5)	(3)						(3)	<u>(3)</u>	Common Stock	234

Reporting Owners

Reporting Owner Name / Address	Relationships							
·F···· & ···· ··· ··· ··· ··· ··· ···	Director	10% Owner	Officer	Other				
Bartone Michael A.								
1000 STANLEY DRIVE			V.P. Corporate Tax					
NEW BRITAIN, CT 06053			-					

Signatures

/s/ Bruce H. Beatt,
Attorney-in-Fact

**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) 2,375 shares are fully exercisable, 2,375 shares will become exercisable on 12/9/12.

Reporting Owners 2

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- Aggregate number of shares held in ESPP as of the last day of the calendar month that ended at least 10 days prior to the date of this report, including shares acquired or disposed of on various dates since balance was last reported. Because interest in Plan is denominated in cash, fluctuation in share price since the balance was last reported may have resulted in either an increase or decrease in associated number of shares.
- (3) Exempt
- Represents shares held for the reporting person under the Company's 401(k) Savings Plan as of the last day of the calendar month that ended at least 10 days prior to the date of this report, including shares acquired or disposed of on various dates since balance was last reported.
- Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month that (5) ended at least 10 days prior to the date of this report, including shares acquired or disposed of on various dates since balance was last reported.

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.