STANLEY BLACK & DECKER, INC.
Form 4
December 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sohovich JoAnna

(Last) (First) (Middle)

1000 STANLEY DRIVE

(Street)

NEW BRITAIN, CT 06053

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STANLEY BLACK & DECKER, INC. [SWK]

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, IAR

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	12/05/2014		A		2,857 (2)	A	$ 0	27,983	D	
Common Stock (1)	12/05/2014		D		166 (3)	D	$ 95.18	27,817	D	
Common Stock (1)	12/06/2014		D		193 (3)	D	$ 95.18	27,624	D	
Common Stock (4)								1,106.3103	I	Through Computershare Under ESPP

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

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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. Transaction Code (Instr. 8)		5. Number of Derivative 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)		8 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 95.18	12/05/2014		A		10,000		(5)	12/05/2024	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sohovich JoAnna 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			President, IAR	

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact	12/09/2014
**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) 25,126 are RSUs, of which 535 vest on 12/5/2014; 625 vest on 12/6/2014; 5,554 vest on 2/14/2015; 536 vest on 12/5/2015; 625 vest on 12/6/2015; 5,554 vest on 2/14/2016; 536 vest on 12/5/2016; 625 vest on 12/6/2016; 5,000 vest on 7/24/2017; 536 vest on 12/5/2017; and 5,000 vest on 7/24/2018.

(2) Shares to be delivered on vesting of restricted stock units that vest in four equal annual installments beginning on the first anniversary of the date of grant.

(3) Shares withheld to cover taxes on vesting of restricted stock units

(4) 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.

(5) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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