

BEATT BRUCE H
Form 4
December 22, 2010

FORM 4

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

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEATT BRUCE H

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 STANLEY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sen. VP, Gen. Counsel & Sec'y

NEW BRITAIN, CT 06053

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

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

(City) (State) (Zip)

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)	(A) or (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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	12/20/2010		M		208	\$ 47.29	52,709	D
Common Stock	12/20/2010		S		208	\$ 65	52,501	D
Common Stock	12/20/2010		M		5,000	\$ 51.135	57,501	D
Common Stock	12/20/2010		S		5,000	\$ 65	52,501	D
Common Stock	12/20/2010		M		2,084	\$ 51.125	54,585	D

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Common Stock 12/20/2010 S 2,084 D \$ 65 52,501 D

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

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(9-02)

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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 47.29	12/20/2010		M	208	<u>(1)</u> 12/11/2015	Common Stock	208
Stock Option (Right to Buy)	\$ 51.135	12/20/2010		M	5,000	<u>(2)</u> 12/10/2016	Common Stock	5,000
Stock Option (Right to Buy)	\$ 51.125	12/20/2010		M	2,084	<u>(3)</u> 12/09/2017	Common Stock	2,084

Reporting Owners

Reporting Owner Name / Address	Relationships
BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Director 10% Owner Officer Other
	Sen. VP, Gen. Counsel & Sec'y

Signatures

/s/ Bruce H.
Beatt

12/22/2010

__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) The option is fully exercisable.

(2) The option will become exercisable in four equal annual installments on December 11, 2007, 2008, 2009 and 2010

(3) The option will become exercisable in four equal annual installments on December 10, 2008, 2009, 2010 and 2011

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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