LOREE JAMES M

Form 5

January 30, 2013

FORM 5

OMB APPROVAL

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

OWNERSHIP OF SECURITIES

3235-0362 Number: January 31,

OMB

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

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may continue. *See* Instruction 1(b).

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer LOREE JAMES M Symbol STANLEY BLACK & DECKER, (Check all applicable) INC. [SWK] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) below) 12/29/2012 Executive Vice President, COO 1000 STANLEY DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

NEW BRITAIN, CTÂ 06053

X Form Filed by One Reporting Person ___ Form Filed by More than One Reporting Person

(City)	(State)	(Zip) Tal	ble I - Non-De	rivative S	ecurit	ties Acc	quired, Dispos	ed of, or Ben	eficially 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. Securit Acquired Disposed (Instr. 3,	(A) o of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/05/2012	Â	G	2,000	D	\$0	268,533	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	537	I	By Daughter
Common Stock (1)	Â	Â	Â	Â	Â	Â	289.7032	I	Through Computershare Under ESPP

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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 displays a currently valid OMB control number.

SEC 2270 (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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Interest In Employer Stock Fund (401(k) Plan)	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	654.34
Interest in Employer Stock Fund (Supplemental Plan) (4)	Â	Â	Â	Â	Â	(3)	(3)	Common Stock	2,051.89

Reporting Owners

Reporting Owner Name / Address	Relationships						
·F···· Ø·····	Director	10% Owner	Officer	Other			
LOREE JAMES M 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Â	Â	Executive Vice President, COO	Â			

Date

Signatures

**Signature of Reporting Person

/s/ Bruce H. Beatt, Attorney-in-Fact 01/30/2013

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) 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

Reporting Owners 2

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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.

- 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.
- (3) Exempt
- Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month that (4) 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 provided 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.