Ansell Jeffrey D Form 4 December 13, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ansell Jeffrey D

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

STANLEY BLACK & DECKER,

INC. [SWK]

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year) 12/09/2010

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify below)

1000 STANLEY DRIVE

SVP & Group Exec, Constr & DIY 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW BRITAIN, CT 06053

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	ly 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 cor Dispos (Instr. 3,	ed of	` ′	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	12/09/2010		Code V A	Amount 6,667 (1)	(D)	Price \$ 0	106,854	D	
Common Stock	12/09/2010		D	437 (2)	D	\$ 63.715	106,417	D	
Common Stock	12/09/2010		D	390 (2)	D	\$ 63.715	106,027	D	
Common Stock	12/10/2010		D	293 (2)	D	\$ 64.135	105,734	D	
Common Stock	12/10/2010		M	10,000	A	\$ 30.96	115,734	D	

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Common Stock	12/10/2010	S	10,000	D	\$ 64.38	105,734	D
Common Stock	12/10/2010	M	15,000	A	\$ 31.31	120,734	D
Common Stock	12/10/2010	S	15,000	D	\$ 64.38	105,734	D
Common Stock	12/10/2010	M	5,000	A	\$ 41.425	110,734	D
Common Stock	12/10/2010	S	5,000	D	\$ 64.38	105,734	D
Common Stock	12/10/2010	M	6,250	A	\$ 33.345	111,984	D
Common Stock	12/10/2010	S	6,250	D	\$ 64.38	105,734	D
Common Stock	12/10/2010	S	8,397	D	\$ 64.38	97,337	D
Common Stock	12/11/2010	D	196 (2)	D	\$ 64.135	97,141	D

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

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SEC 1474 (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 orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (Right to Buy)	\$ 30.96	12/10/2010		M		10,000	(3)	10/16/2012	Common Stock	10,00
Stock Option (Right to Buy)	\$ 31.31	12/10/2010		M		15,000	(3)	10/15/2013	Common Stock	15,00

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Stock Option (Right to Buy)	\$ 41.425	12/10/2010	M	5,000	(3)	10/15/2014	Common Stock	5,00
Stock Option (Right to Buy)	\$ 33.345	12/10/2010	M	6,250	<u>(4)</u>	12/09/2018	Common Stock	6,25
Stock Option (Right to Buy)	\$ 63.715	12/09/2010	A	20,000	(5)	12/09/2020	Common Stock	20,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ansell Jeffrey D

1000 STANLEY DRIVE SVP & Group Exec, Constr & DIY

NEW BRITAIN, CT 06053

# **Signatures**

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

\*\*Signature of Reporting Person Da

### **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) 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.
- (2) Shares withheld to cover taxes on vesting of restricted stock units
- (3) Currently 100% vested
- (4) 12,500 shares currently exercisable, 6,250 will become exercisable on 12/9/2011 and 6,250 will become exercisable on 12/9/2012.
- (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. 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.

Reporting Owners 3