

Taylor William Scott
 Form 4
 February 07, 2013

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Taylor William Scott

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)
 02/06/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres. Prof. Power Tls&Products

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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	02/06/2013		M		2,677	A	\$ 64.52
							36,852
Common Stock	02/06/2013		S		2,677	D	\$ 77.1914
							34,175
Common Stock	02/06/2013		M		4,462	A	\$ 49.99
							38,637
Common Stock	02/06/2013		S		4,462	D	\$ 77.1914
							34,175
Common Stock	02/06/2013		M		4,385	A	\$ 30.03
							38,560

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Common Stock	02/06/2013	S	4,385	D	\$ 77.1914	34,175	D
Common Stock	02/06/2013	S	7,686	D	\$ 77.2263	26,489	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 64.52	02/06/2013		M	2,677	<u>(1)</u>	04/24/2015	Common Stock	2,677
Stock Option (Right to Buy)	\$ 49.99	02/06/2013		M	4,462	<u>(1)</u>	05/27/2018	Common Stock	4,462
Stock Option (Right to Buy)	\$ 30.03	02/06/2013		M	4,385	<u>(1)</u>	04/28/2019	Common Stock	4,385
Interest In Employer Stock Fund (401(k) Plan) <u>(2)</u> <u>(3)</u>	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	186.1253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taylor William Scott 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Pres. Prof. Power Tls&Products	

Signatures

/s/ Bruce H. Beatt, Attorney-in-Fact	02/07/2013
<u> </u> **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 currently exercisable.
- (2) Includes units credited to the reporting person's account in connection with the merger of the Black & Decker 401(k) Savings Plan into the Company's 401(k) Savings Plan, eff. Jan. 1, 2011. The shares representing these units were previously reported on Table I.
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
- (3) 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.
- (4) Exempt

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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