

Davis Hubert Jr.
Form 4
February 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
Davis Hubert Jr.

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)
02/23/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CIO/SFS

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 | 02/23/2011 | | M | 20,000 A \$ 41.425 | 90,972 | D | |
| Common Stock | 02/23/2011 | | S | 20,000 D \$ 72.2676 | 70,972 | D | |
| Common Stock | 02/23/2011 | | M | 10,000 A \$ 47.29 | 80,972 | D | |
| Common Stock | 02/23/2011 | | S | 10,000 D \$ 72.2676 | 70,972 | D | |
| Common Stock | 02/23/2011 | | S | 5,550 D \$ 72.2676 | 65,422 | D | |

Common
Stock ⁽⁶⁾

4,147.1517 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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(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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 41.425 | 02/23/2011 | | M | 20,000 | ⁽¹⁾ 10/14/2014 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 47.29 | 02/23/2011 | | M | 10,000 | ⁽²⁾ 12/11/2015 | Common Stock | 10,000 |
| Interest In Employer Stock Fund (401(k) Plan) ⁽⁴⁾ | ⁽³⁾ | 02/23/2011 | | D | 15.9672 | ⁽³⁾ ⁽³⁾ | Common Stock | |
| Interest in Employer Stock Fund (Supplemental Plan) ⁽⁵⁾ | ⁽³⁾ | 02/23/2011 | | D | 19.021 | ⁽³⁾ ⁽³⁾ | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Davis Hubert Jr. 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | | | SVP & CIO/SFS | |

Signatures

/s/ Kathryn P.
Sherer

02/24/2011

__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 will become exercisable in four equal annual installments on October 15, 2005, 2006, 2007 and 2008
- (2) The option will become exercisable in four equal annual installments on December 12, 2006, 2007, 2008 and 2009.
- (3) Exempt

(4) 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.

(5) Represents shares held for the reporting person under the Company's Supplemental 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.

(6) 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.

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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