

Bontrager D Brett
 Form 4
 January 30, 2012

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 *
 Bontrager D Brett

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)
 01/26/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP & Group Executive, SSS

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	01/26/2012		M		1,250	A	\$ 51.135 79,107	D
Common Stock	01/26/2012		S		1,250	D	\$ 71.145 77,857	D
Common Stock	01/26/2012		M		1,875	A	\$ 51.125 79,732	D
Common Stock	01/26/2012		S		1,875	D	\$ 71.145 77,857	D
Common Stock	01/26/2012		M		6,250	A	\$ 33.345 84,107	D

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Common Stock	01/26/2012	S	6,250	D	\$ 71.1576	77,857	D
Common Stock	01/26/2012	M	3,750	A	\$ 49.0225	81,607	D
Common Stock	01/26/2012	S	3,750	D	\$ 71.1363	77,857	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 51.135	01/26/2012		M	1,250	<u>(1)</u> 12/11/2016	Common Stock	1,250	
Stock Option (Right to Buy)	\$ 51.125	01/26/2012		M	1,875	<u>(1)</u> 12/10/2017	Common Stock	1,875	
Stock Option (Right to Buy)	\$ 33.345	01/26/2012		M	6,250	<u>(2)</u> 12/09/2018	Common Stock	6,250	
Stock Option (Right to Buy)	\$ 49.0225	01/26/2012		M	3,750	<u>(3)</u> 12/08/2019	Common Stock	3,750	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bontrager D Brett 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Sr. VP & Group Executive, SSS	

Signatures

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

01/30/2012

__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) Currently 100% vested

(2) 6,250 shares are exercisable and 6,250 shares will become exercisable on 12/9/2012.

(3) 3,750 shares are exercisable, 3,750 shares will become exercisable on 12/9/2012 and 3,750 shares will become exercisable on 12/9/2013.

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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