

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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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 or Price		
Common Stock	02/06/2013		M		2,677 A \$ 64.52	36,852	D
Common Stock	02/06/2013		S		2,677 D \$ 77.1914	34,175	D
Common Stock	02/06/2013		M		4,462 A \$ 49.99	38,637	D
Common Stock	02/06/2013		S		4,462 D \$ 77.1914	34,175	D
Common Stock	02/06/2013		M		4,385 A \$ 30.03	38,560	D

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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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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

