Taylor William Scott Form 4 February 07, 2013

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

0.5

Section 16. Form 4 or Form 5 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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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,

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) INC. [SWK]

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner Other (specify _X__ Officer (give title

(Check all applicable)

02/06/2013

below) Pres. Prof. Power Tls&Products

(Street) 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

6. Individual or Joint/Group Filing(Check

Person

NEW BRITAIN, CT 06053

1000 STANLEY DRIVE

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	, , ,			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	02/06/2013		Code V M	Amount 2,677	(D)	Price \$ 64.52	36,852	D	
Stock 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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(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. Transactic Code (Instr. 8)	Transaction Derivative Code Securities		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) (2) (3)	<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

**Signature of Reporting Person

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. 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.

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