STANLEY BLACK & DECKER, INC.

Form 4

November 13, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(7:m)

1(b).

(Last)

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * Grassi Massimo

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

STANLEY BLACK & DECKER,

INC. [SWK]

3. Date of Earliest Transaction

(Month/Day/Year) 11/12/2014

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify

below) President, SSS

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW BRITAIN, CT 06053

1000 STANLEY DRIVE

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secur | ities Acqui | red, Disposed of | or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|--|--------------|------------|-------------------------------------|--------------|--|-------------------|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) | | | Beneficially Form: Owned Direct (D) | Ownership | Beneficial Ownership | | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | |
| Common Stock | 11/12/2014 | | M | 30,000 | A | \$ 64.785 | 67,453 | D | |
| Common Stock | 11/12/2014 | | S | 30,000 | D | \$ 96.2 | 37,453 | 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) | | | 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) | \$ 64.785 | 11/12/2014 | | M | | 30,000 | <u>(1)</u> | 12/08/2021 | Common Stock | 30,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|----------------|-------|--|--|--|
| 1 0 | Director | 10% Owner | Officer | Other | | | |
| Grassi Massimo | | | | | | | |
| 1000 STANLEY DRIVE | | | President, SSS | | | | |
| NEW BRITAIN, CT 06053 | | | | | | | |

Signatures

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

**Signature of Reporting Person D

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) $\frac{30,000}{12/8/15}$ shares are currently exercisable, 15,000 shares will become exercisable on 12/8/14, and 15,000 shares will become exercisable on $\frac{12}{8}$

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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