

STANLEY BLACK & DECKER, INC.

Form 4

February 26, 2015

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ansell Jeffrey D

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)
02/24/2015

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & Group Executive-GTS

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/24/2015		M		5,000 (1)	A \$ 63.715	68,293 D
Common Stock	02/24/2015		S		5,000 (1)	D \$ 99.89	63,293 D
Common Stock	02/24/2015		M		5,000 (1)	A \$ 64.785	68,293 D
Common Stock	02/24/2015		S		5,000 (1)	D \$ 99.89	63,293 D
Common Stock	02/24/2015		M		5,000 (1)	A \$ 70.61	65,839 D

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Common Stock	02/24/2015	D	4,072 <u>(1)</u> <u>(2)</u>	D	\$ 99.89	61,767	D
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Common Stock	02/24/2015	S	2,454 <u>(1)</u>	D	\$ 99.89	60,839	D
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Common Stock <u>(3)</u>						715.5986	I	Through Computershare Under ESPP
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 63.715	02/24/2015		M	5,000 (1)	(4)	12/09/2020	Common Stock	5,000
Stock Option (Right to Buy)	\$ 64.785	02/24/2015		M	5,000 (1)	(5)	12/08/2021	Common Stock	5,000
Stock Option (Right to Buy)	\$ 70.61	02/24/2015		M	5,000 (1)	(6)	12/06/2022	Common Stock	5,000
Interest In Employer Stock Fund (401(k) Plan) (7)	(8)					(8)	(8)	Common Stock	1,271
Interest in Employer Stock Fund (Supplemental Plan) (9)	(8)					(8)	(8)	Common Stock	1,171

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ansell Jeffrey D 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			SVP & Group Executive-GTS	

Signatures

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

02/26/2015

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) Pursuant to 10b5-1 Plan

(2) Shares withheld to cover option costs and taxes.

(3) 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.

(4) Currently 100% vested

(5) 5,000 shares are currently exercisable, 5,000 shares will become exercisable on 12/8/2015.

(6) 10,000 shares are exercisable, 5,000 shares will become exercisable on 12/6/15 and 5,000 shares will become exercisable on 12/6/16.

(7) 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.

(8) Exempt

(9) 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.

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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