Chen Jeff Hung-Tse Form 4 February 17, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Chen Jeff Hung-Tse

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

STANLEY BLACK & DECKER,

INC. [SWK]

3. Date of Earliest Transaction

(Month/Day/Year) 02/17/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

V.P. and Pres., Asia

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 BRITIAN, CT 06053

1000 STANLEY DRIVE

(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)	Disposed (Instr. 3,	(A) of (D) 4 and (A) or	)) 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)	
Common Stock	02/17/2012		Code V A	Amount 6,691	(D)	Price \$ 0 (1)	58,387	D		
Common Stock (2)							3,553.8215	I	Through Computershare Under ESPP	

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. Transacti Code (Instr. 8)	5. onNumber 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
Interest In Employer Stock Fund (401(k) Plan)	<u>(3)</u>					(3)	(3)	Common Stock	11,585.82
Interest in Employer Stock Fund (Supplemental Plan) (5)	<u>(3)</u>					(3)	(3)	Common Stock	3,882.15

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer		Other		
Chen Jeff Hung-Tse							

1000 STANLEY DRIVE NEW BRITIAN, CT 06053

V.P. and Pres., Asia

## **Signatures**

/s/ Bruce H. Beatt, Attorney-in-Fact 02/17/2012

\*\*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) Shares issued pursuant to 2009-2011 performance award program under the Company's 2009 Long-Term Incentive Plan.
- 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.

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#### (3) Exempt

- 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 (4) 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.
- Represents shares held for the reporting person under the Company's Supplemental Plan as of the last day of the calendar month that (5) 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. 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.