

STANLEY BLACK & DECKER, INC.

Form 4

September 22, 2014

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

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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)
09/18/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Group Exec, Constr & DIY

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)
Common Stock	09/18/2014		M	(A) or (D) Amount (1) 7,500 A	Price \$ 63.715	41,508	D
Common Stock	09/18/2014		S	(A) or (D) Amount (1) 7,500 D	\$ 92.9	34,008	D
Common Stock	09/19/2014		M	(A) or (D) Amount (1) 5,000 A	\$ 64.785	39,008	D
Common Stock	09/19/2014		S	(A) or (D) Amount (1) 5,000 D	\$ 94.9	34,008	D
Common Stock <u>(2)</u>						575.9737	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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(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	09/18/2014		M	7,500 (1)	(3)	12/09/2020	Common Stock	7,500
Stock Option (Right to Buy)	\$ 64.785	09/19/2014		M	5,000 (1)	(4)	12/08/2021	Common Stock	5,000
Interest In Employer Stock Fund (401(k) Plan) (5)	(6)					(6)	(6)	Common Stock	1,263
Interest in Employer Stock Fund (Supplemental Plan) (7)	(6)					(6)	(6)	Common Stock	1,159

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ansell Jeffrey D
1000 STANLEY DRIVE
NEW BRITAIN, CT 06053

SVP & Group Exec, Constr & DIY

Signatures

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

09/22/2014

**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) 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.

(3) 7,500 shares are exercisable and 5,000 shares will become exercisable on 12/9/2014.

(4) 10,000 shares are exercisable, 5,000 shares become exercisable on 12/8/2014 and 5,000 shares become exercisable on 12/8/2015.

(5) 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.

(6) Exempt

(7) 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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