

STANLEY BLACK & DECKER, INC.

Form 4

December 09, 2014

FORM 4**UNITED 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 *
Wyatt John H

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)
12/05/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres.CDIY-Europe&Australia/NZ

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

NEW BRITAIN, CT 06053

(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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (1)	(A) or (D)	Price	
Common Stock	12/05/2014		A		2,857 (1)	A	\$ 0	43,841 D
Common Stock	12/05/2014		M		7,500	A	\$ 63.715	51,341 D
Common Stock	12/05/2014		S		7,500	D	\$ 95.5448	43,841 D
Common Stock	12/05/2014		M		5,000	A	\$ 64.785	48,841 D
Common Stock	12/05/2014		S		5,000	D	\$ 95.5448	43,841 D

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Common Stock 12/05/2014 S 9,659 D \$ 95.5035 34,182 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. 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 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)	\$ 95.18	12/05/2014		A	10,000	(2) 12/05/2024	Common Stock 10,000
Stock Option (Right to Buy)	\$ 63.715	12/05/2014		M	7,500	(2) 12/09/2020	Common Stock 7,500
Stock Option (Right to Buy)	\$ 64.785	12/05/2014		M	5,000	(2) 12/08/2021	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wyatt John H 1000 STANLEY DRIVE NEW BRITAIN, CT 06053	Pres.CDIY-Europe&Australia/NZ

Signatures

/s/ Bruce H. Beatt,
Attorney-in-Fact 12/09/2014

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) Shares to be delivered on vesting of restricted stock units that vest in four equal annual installments beginning on the first anniversary of the date of grant.
- (2) The option will become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.

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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