

Bontrager D Brett
 Form 4
 December 13, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Bontrager D Brett

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)
 12/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sen. VP & Group Executive, CSS

NEW BRITAIN, CT 06053

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/09/2010 | | A | | 6,667 (1) \$ 0 | D | |
| Common Stock | 12/09/2010 | | D | | 418 (2) \$ 63.715 | D | |
| Common Stock | 12/09/2010 | | D | | 374 (2) \$ 63.715 | D | |
| Common Stock | 12/10/2010 | | D | | 140 (2) \$ 64.135 | D | |
| Common Stock | 12/10/2010 | | M | | 1,875 A \$ 51.125 | D | |

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| | | | | | | | |
|--------------|------------|---|-------------------|---|------------|--------|---|
| Common Stock | 12/10/2010 | S | 1,875 | D | \$ 63.74 | 78,262 | D |
| Common Stock | 12/10/2010 | M | 6,250 | A | \$ 33.345 | 84,512 | D |
| Common Stock | 12/10/2010 | S | 6,250 | D | \$ 63.74 | 78,262 | D |
| Common Stock | 12/10/2010 | M | 3,750 | A | \$ 49.0225 | 82,012 | D |
| Common Stock | 12/10/2010 | S | 3,750 | D | \$ 63.74 | 78,262 | D |
| Common Stock | 12/11/2010 | D | 94 ⁽²⁾ | D | \$ 64.135 | 78,168 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 51.125 | 12/10/2010 | | M | 1,875 | ⁽³⁾ 12/10/2017 | Common Stock 1,875 |
| Stock Option (Right to Buy) | \$ 33.345 | 12/10/2010 | | M | 6,250 | ⁽⁴⁾ 12/09/2018 | Common Stock 6,250 |
| Stock Option (Right to Buy) | \$ 49.0225 | 12/10/2010 | | M | 3,750 | ⁽⁵⁾ 12/08/2019 | Common Stock 3,750 |
| Stock Option (Right to Buy) | \$ 63.715 | 12/09/2010 | | A | 20,000 | ⁽⁶⁾ 12/09/2020 | Common Stock 20,000 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bontrager D Brett 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | | | Sen. VP & Group Executive, CSS | |

Signatures

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

12/13/2010

**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) Shares withheld to cover taxes on vesting of restricted stock units
- (3) 1,875 shares are currently exercisable, and 1,875 shares become exercisable on December 10, 2011.
- (4) 6,250 shares are exercisable, 6,250 shares will become exercisable on 12/9/2011 and 6,250 shares will become exercisable on 12/9/2012.
- (5) 3,750 shares are exercisable, 3,750 shares will become exercisable on 12/9/2011, 3,750 shares will become exercisable 12/9/2012 and 3,750 shares will become exercisable on 12/9/2013.
- (6) 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. 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.