

Boswell Justin C
 Form 4
 April 29, 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 *
 Boswell Justin C

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)
 04/27/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP&Group Exec, Mech. Security

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/27/2010 | | M | | 20,000 | A | \$ 30.96 119,830 |
| Common Stock | 04/27/2010 | | S | | 20,000 | D | \$ 64.5385 99,830 |
| Common Stock | 04/27/2010 | | M | | 6,250 | A | \$ 31.31 106,080 |
| Common Stock | 04/27/2010 | | S | | 6,250 | D | \$ 64.5385 99,830 |
| Common Stock | 04/27/2010 | | M | | 25,000 | A | \$ 41.425 124,830 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|
| Common Stock | 04/27/2010 | S | 25,000 | D | \$ 64.5385 | 99,830 | D |
| Common Stock | 04/27/2010 | M | 12,500 | A | \$ 47.29 | 112,330 | D |
| Common Stock | 04/27/2010 | S | 12,500 | D | \$ 64.5385 | 99,830 | D |
| Common Stock | 04/27/2010 | M | 7,500 | A | \$ 51.135 | 107,330 | D |
| Common Stock | 04/27/2010 | S | 7,500 | D | \$ 64.5385 | 99,830 | D |
| Common Stock | 04/27/2010 | M | 7,500 | A | \$ 51.125 | 107,330 | D |
| Common Stock | 04/27/2010 | S | 7,500 | D | \$ 64.5385 | 99,830 | D |
| Common Stock | 04/27/2010 | M | 6,250 | A | \$ 33.345 | 106,080 | D |
| Common Stock | 04/27/2010 | S | 6,250 | D | \$ 64.5385 | 99,830 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 30.96 | 04/27/2010 | | M | 20,000 | <u>(1)</u> 10/16/2012 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 31.31 | 04/27/2010 | | M | 6,250 | <u>(1)</u> 10/15/2013 | Common Stock | 6,250 |

Buy)

| | | | | | | | | |
|--------------------------------------|-----------|------------|---|--------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 41.425 | 04/27/2010 | M | 25,000 | <u>(1)</u> | 10/15/2014 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 47.29 | 04/27/2010 | M | 12,500 | <u>(1)</u> | 12/11/2015 | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 51.135 | 04/27/2010 | M | 7,500 | <u>(2)</u> | 12/10/2016 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 51.125 | 04/27/2010 | M | 7,500 | <u>(3)</u> | 12/09/2017 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 33.345 | 04/27/2010 | M | 6,250 | <u>(4)</u> | 12/09/2018 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Boswell Justin C 1000 STANLEY DRIVE NEW BRITAIN, CT 06053 | | | SVP&Group Exec, Mech. Security | |

Signatures

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

04/29/2010

**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) Currently 100% vested

(2) 2,500 shares will become exercisable on December 11, 2010; balance have vested.

(3) 3,750 shares will become exercisable on December 10, 2010 and 2011; balance have vested.

(4) 6,250 shares will become exercisable on each of December 9, 2010, 2011 and 2012.

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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