

Sihota Ben S
Form 4
February 22, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sihota Ben S

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)
02/17/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. Emerging Mkts. Pacific Grp

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	(D)	Price
Common Stock	02/17/2011		S		800	D	\$ 74.6 37,827
Common Stock	02/17/2011		S		200	D	\$ 74.595 37,627
Common Stock	02/17/2011		S		100	D	\$ 74.59 37,527
Common Stock	02/17/2011		S		200	D	\$ 74.585 37,327
Common Stock	02/17/2011		S		100	D	\$ 74.575 37,227

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Common Stock	02/17/2011	S	700	D	\$ 74.5743	36,527	D
Common Stock	02/17/2011	S	200	D	\$ 74.5675	36,327	D
Common Stock	02/17/2011	S	518	D	\$ 74.5612	35,809	D
Common Stock	02/17/2011	S	500	D	\$ 74.544	35,309	D
Common Stock	02/17/2011	S	200	D	\$ 74.54	35,109	D
Common Stock	02/17/2011	S	500	D	\$ 74.53	34,609	D
Common Stock	02/17/2011	S	1,700	D	\$ 74.5256	32,909	D
Common Stock	02/17/2011	S	122	D	\$ 74.5164	32,787	D
Common Stock	02/17/2011	S	100	D	\$ 74.515	32,687	D
Common Stock	02/17/2011	S	3,300	D	\$ 74.5097	29,387	D
Common Stock	02/17/2011	S	1,163	D	\$ 74.5	28,224	D
Common Stock	02/17/2011	S	100	D	\$ 74.495	28,124	D
Common Stock	02/17/2011	S	2,936	D	\$ 74.49	25,188	D

Common Stock						0	I	By Retirement Savings Plan
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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.

SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P... Der... Sec... (Ins...
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Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	Code	V	(A)	(D)					
Interest In Employer Stock Fund (401(k) Plan) ⁽²⁾ ⁽³⁾		<u>(1)</u>	02/17/2011	D	0.1276	<u>(1)</u>	<u>(1)</u>	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sihota Ben S 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Pres.Emerging Mkts.Pacific Grp	

Signatures

/s/ Kathryn P.
Sherer 02/22/2011

⁽¹⁾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) Exempt
- (2) Includes units credited to the reporting person's account in connection with the merger of the Black & Decker 401(k) Savings Plan into the Company's 401(k) Savings Plan, eff. Jan. 1, 2011. The shares representing these units were previously reported on Table I.
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
- (3) 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.