

Ansell Jeffrey D
 Form 4
 January 31, 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 *
 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)
 01/27/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify 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)
 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)
				(A) or (D)	Price		
Common Stock	01/27/2011		M	3,750	A \$ 47.195	100,891	D
Common Stock	01/27/2011		S	3,750	D \$ 72.4313	97,141	D
Common Stock	01/27/2011		M	10,000	A \$ 51.135	107,141	D
Common Stock	01/27/2011		S	10,000	D \$ 72.4313	97,141	D
Common Stock	01/27/2011		M	6,250	A \$ 33.345	103,391	D

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Common Stock	01/27/2011	S	6,250	D	\$ 72.4313	97,141	D	
Common Stock	01/27/2011	M	3,750	A	\$ 49.0225	100,891	D	
Common Stock	01/27/2011	S	3,750	D	\$ 72.4313	97,141	D	
Common Stock	01/27/2011	M	11,250	A	\$ 51.125	108,391	D	
Common Stock	01/27/2011	S	11,250	D	\$ 72.4313	97,141	D	
Common Stock ⁽⁸⁾						2,924.0248	I	Through Computershare Under ESPP

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Stock Option (Right to Buy)	\$ 47.195	01/27/2011		M	3,750	<u>(1)</u>	12/13/2015	Common Stock	3,
Stock Option (Right to Buy)	\$ 51.135	01/27/2011		M	10,000	<u>(1)</u>	12/10/2016	Common Stock	10
Stock Option (Right to Buy)	\$ 33.345	01/27/2011		M	6,250	<u>(2)</u>	12/09/2018	Common Stock	6,
Stock Option (Right to Buy)	\$ 49.0225	01/27/2011		M	3,750	<u>(3)</u>	12/09/2019	Common Stock	3,
Stock Option (Right to Buy)	\$ 51.125	01/27/2011		M	11,250	<u>(4)</u>	12/09/2017	Common Stock	11
Interest in Employer	<u>(5)</u>	01/27/2011		D	9.6845	<u>(5)</u>	<u>(5)</u>	Common Stock	

Stock Fund
(Supplemental
Plan) (6)

Interest In
Employer

Stock Fund (5) 01/27/2011 D 10.8653 (5) (5) Common
(401(k) Plan) Stock
(7)

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, 01/31/2011
Attorney-in-Fact

 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) 6,250 shares currently exercisable, 6,250 will become exercisable on 12/9/2011 and 6,250 will become exercisable on 12/9/2012.
- (3) 3,750 shares are currently exercisable, 3,750 will become exercisable on 12/9/2011, 3,750 shares will become exercisable on 12/9/2012 and 3,750 shares will become exercisable on 12/9/2013.
- (4) 11,250 shares are currently exercisable, 3,750 shares will become exercisable on 12/10/ 2011.
- (5) Exempt
- (6) 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.
- (7) 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.
- (8) 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.

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.