

Ansell Jeffrey D
 Form 4
 January 31, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 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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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 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	

