

Chen Jeff Hung-Tse
 Form 4
 October 21, 2011

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 *
 Chen Jeff Hung-Tse

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)
 10/19/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P. and Pres., Asia

NEW BRITIAN, 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 | 10/19/2011 | | M | 2,500 A | \$ 30.96 51,936 | D | |
| Common Stock | 10/19/2011 | | S | 2,500 D | \$ 60.61 49,436 | D | |
| Common Stock | 10/19/2011 | | M | 1,250 A | \$ 31.31 50,686 | D | |
| Common Stock | 10/19/2011 | | S | 1,250 D | \$ 60.61 49,436 | D | |
| Common Stock | 10/19/2011 | | M | 1,250 A | \$ 35.705 50,686 | D | |

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Common Stock 10/19/2011 S 1,250 D \$ 60.61 49,436 D

Common Stock (2) 3,553.8215 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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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 (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) | Amount | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Number of Shares |
| Stock Option (Right to Buy) | \$ 30.96 | 10/19/2011 | | M | 2,500 | <u>(1)</u> 10/16/2012 | Common Stock | 2,500 | |
| Stock Option (Right to Buy) | \$ 31.31 | 10/19/2011 | | M | 1,250 | <u>(1)</u> 10/15/2013 | Common Stock | 1,250 | |
| Stock Option (Right to Buy) | \$ 35.705 | 10/19/2011 | | M | 1,250 | <u>(1)</u> 12/20/2013 | Common Stock | 1,250 | |
| Interest In Employer Stock Fund (401(k) Plan) <u>(4)</u> | <u>(3)</u> | | | | | <u>(3)</u> <u>(3)</u> | Common Stock | 11,540 | |
| Interest in Employer Stock Fund (Supplemental Plan) <u>(5)</u> | <u>(3)</u> | | | | | <u>(3)</u> <u>(3)</u> | Common Stock | 3,700 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Chen Jeff Hung-Tse
1000 STANLEY DRIVE
NEW BRITIAN, CT 06053

V.P. and Pres., Asia

Signatures

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

10/21/2011

**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
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.
 - (2) Exempt
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.
 - (3) Exempt
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.

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.