STANLEY BLACK & DECKER, INC.

Form 4

August 20, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Allan Donald Issuer Symbol STANLEY BLACK & DECKER, (Check all applicable) INC. [SWK] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title _ Other (specify (Month/Day/Year) below) 1000 STANLEY DRIVE 08/18/2014 Sr. VP & CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW BRITAIN, CT 06053

(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Stock	08/18/2014		M	15,000	A	\$ 51.125	116,266.6619	D				
Common Stock	08/18/2014		S	15,000	D	\$ 90.6099	101,266.6619	D				
Common Stock	08/18/2014		M	15,000	A	\$ 49.0225	116,266.6619	D				
Common Stock	08/18/2014		S	15,000	D	\$ 90.6099	101,266.6619	D				
Common Stock	08/18/2014		S	5,350	D	\$ 90.6099	95,916.6619	D				

Person

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

Estimated average

burden hours per

Through Common 5.3862 I Computershare Stock (1) under ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactio Code (Instr. 8)	5. Number of or 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 51.125	08/18/2014		M	15,000	<u>(2)</u>	12/09/2017	Common Stock	15,000	
Stock Option (Right to Buy)	\$ 49.0225	08/18/2014		M	15,000	(2)	12/09/2019	Common Stock	15,000	

Reporting Owners

Relationships Reporting Owner Name / Address

Director 10% Owner Officer Other

Allan Donald

1000 STANLEY DRIVE Sr. VP & CFO

NEW BRITAIN, CT 06053

Signatures

/s/ Kathryn P. Sherer,

08/20/2014 Attorney-in-Fact **Signature of Reporting Person Date

2 Reporting Owners

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).
- 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) Currently 100% vested

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.