STANLEY BLACK & DECKER, INC.

Form 4 March 03, 2015

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

Stock (2)

(Print or Type Responses)

1. Name and Address of Reporting Person * STAFSTROM STEVEN J

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

STANLEY BLACK & DECKER, INC. [SWK]

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/27/2015

Director 10% Owner Other (specify

(Check all applicable)

_X__ Officer (give title below) VP Ops, GTS & GEM (incl DTV)

1000 STANLEY DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW BRITAIN, CT 06053

								,	J
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities ransactionAcquired (A) or		5. Amount of Securities	6. Ownership	7. Nature of Indirect Beneficial	
(Instr. 3)		any	Code Disposed of (D)			Beneficially	Form:	Ownership	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 5 tile 1)		
Common Stock	02/27/2015		A	171	A	<u>(1)</u>	27,516	D	
Common							2,017.2032	I	Through Computershare

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Under ESPP

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. 5. TransactionNumber		6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities	
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivativ			(Instr. 3 and 4)	
	Derivative Security				Securities Acquired (A) or				
					Disposed of (D)				
					(Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Interest in Employer									
Stock Fund (Supplemental Plan) (3)	<u>(4)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	224.2068

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STAFSTROM STEVEN J 1000 STANLEY DRIVE NEW BRITAIN, CT 06053

VP Ops, GTS & GEM (incl DTV)

Signatures

/s/ Kathryn P. Sherer,

Attorney-in-Fact 03/03/2015

**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) Shares issued pursuant to the 2012 2014 performance awards program under the Company's 2009 Long-Term Incentive Plan, net of shares withheld to cover taxes.
- 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.
- Represents shares held for the reporting person under the Company's Supplemental 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.
- (4) Exempt

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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