

BEATT BRUCE H
Form 4
March 16, 2010

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 *
BEATT BRUCE H

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)
03/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sen. VP, Gen. Counsel & Sec'y

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)
Common Stock	03/12/2010		A	V Amount 30,000 (1)	\$ 0 51,713	D	
Common Stock ⁽⁵⁾					4,067.9189	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	Amount Number of Shares
Interest In Employer Stock Fund (401(k) Plan) <u>(3)</u>	<u>(2)</u>	03/12/2010		A	94.0982	<u>(2)</u>	<u>(2)</u>	Common Stock	94.0
Interest in Employer Stock Fund (Supplemental Plan) <u>(4)</u>	<u>(2)</u>	03/12/2010		A	146.8964	<u>(2)</u>	<u>(2)</u>	Common Stock	146.0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEATT BRUCE H 1000 STANLEY DRIVE NEW BRITAIN, CT 06053			Sen. VP, Gen. Counsel & Sec'y	

Signatures

Bruce H. Beatt 03/16/2010
 **Signature of Date
 Reporting Person

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 to be delivered on vesting of restricted stock units that vest 50% on the fourth anniversary of the date of grant and the balance on the 5th anniversary of the date of grant.
- (2) Exempt
- (3) 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.
- (4) 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.

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- (5) 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. t;">

Morton F. Zifferer, Jr.

43,550

*

Gerald T. Garland

30,503

*

Douglas A. Rein

22,810

*

Said Tofghi

13,280

*

Explanation of Responses:

3

David M. Young

25,261

*

All Directors and Named Executive Officers as a group (11 persons) (3)

1,686,674

33.9

%

Principal Shareholders:

Discovery Group L.P. (4)

635,399

13.1

%

Renaissance Technologies (5)

334,400

6.9

%

* Less than 1% of the outstanding common stock.

- (1) Unless otherwise noted, each person exercises sole (or shares with a spouse or other immediate family member) voting and dispositive power as to the shares reported. Persons are deemed to beneficially own shares which they have the right to acquire beneficial ownership of within 60 days. Shares subject to options exercisable within 60 days of July 1, 2008 are deemed outstanding for computing the percentage of the outstanding shares held by the person holding such options, but not for computing the percentage of shares held by any other person.
- (2) Includes 250,000 shares held by Mr. Barnhill's spouse and children; 135,000 shares subject to currently exercisable stock options; and 15,000 shares held by a private charitable foundation of which Mr. Barnhill and his spouse are the sole directors. Mr. Barnhill disclaims beneficial ownership over the shares held by the foundation. Mr. Barnhill's address is 11126 McCormick Road, Hunt Valley, Maryland 21031.
- (3) Includes 135,000 shares subject to currently exercisable stock options.
- (4) The number of shares beneficially owned was derived from Form 4 filed by Discovery Group I, LLC on July 3, 2008. Discovery's address is 191 North Wacker Drive, Suite 1685, Chicago, Illinois 60606. The percent of class ownership was calculated based on the updated number of shares outstanding.
- (5) The number of shares beneficially owned was derived from Form 13F filed by Renaissance Technologies, LLC on May 15, 2008. Renaissance's address is 800 Third Avenue, 3rd Floor, New York, NY 10022. The percent of class ownership was calculated based on the updated number of shares outstanding.

Amendment to Credit Agreement

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On June 30, 2008, the Company, certain of the Company's Subsidiaries, SunTrust Bank and Wachovia Bank, National Association entered into a First Modification Agreement (the "First Modification Agreement") that amended the Company's Credit Agreement for its existing \$50 million unsecured revolving credit facility (the "Credit Agreement"). The First Modification Agreement amended a negative covenant in the Credit Agreement by increasing the amount of stock permitted to be repurchased by the Company from \$10 million to \$15 million during the term of the credit facility. The foregoing description of the First Modification Agreement is qualified in its entirety by reference to the complete terms and conditions of the First

Modification Agreement, which is attached as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit No.	Description of Exhibits
10.1	Stock Repurchase Agreement, dated as of July 1, 2008, between TESSCO Technologies Incorporated and Brightpoint, Inc.
10.2	First Modification Agreement, made effective as of June 30, 2008, to Credit Agreement dated as of May 31, 2007, by and among the Registrant and its primary operating subsidiaries as borrowers, and SunTrust Bank and Wachovia Bank, National Association, as lenders.
99.1	Press Release of TESSCO Technologies Incorporated dated July 1, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TESSCO Technologies Incorporated

By: /s/ David M. Young
David M. Young
Senior Vice President and Chief Financial Officer

Dated: July 7, 2008

EXHIBIT INDEX

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