

STANLEY BLACK & DECKER, INC.

STOCK OWNERSHIP GUIDELINES FOR NON-EMPLOYEE DIRECTORS

Purpose

The purpose of these Stock Ownership Guidelines (these “Guidelines”) is to modify existing parameters for stock ownership by non-employee directors (each a “Non-Employee Director”) of Stanley Black & Decker, Inc. (the “Company”), as a way to further align their interests with the interests of stockholders and further promote the Company’s commitment to sound corporate governance. The Company’s Board of Directors adopted these Guidelines to be effective as of February 14, 2012 (the “Effective Date”).

Covered Individuals

These Guidelines apply to all Non-Employee Directors of the Company.

Ownership Guidelines and Retention Requirements

Non-Employee Directors are expected to hold shares of the Company’s common stock (“Shares”) having a value equal to five hundred percent (500%) the Non-Employee Director’s annual retainer (such amount, the “Minimum Ownership Amount”). Except as otherwise provided in these Guidelines, each Non-Employee Director is expected to maintain this Minimum Ownership Amount at all times during his or her tenure on the Board of Directors.

The sale of Shares pursuant to a Non-Employee Director’s 10b5-1 plan that was established prior to the Effective Date shall not be subject to the retention requirements referred to above, subject to any restrictions on transfer of shares contained in the terms and conditions applicable to any outstanding equity award.

Measurement

Each Non-Employee Director must meet the Minimum Ownership Amount by the date that is five (5) years from the date he or she is first appointed to the Board of Directors. Once a Non-Employee Director has met the Minimum Ownership Amount, such Non-Employee Director will be expected to continue to comply with the Minimum Ownership Amount, except when it is determined by the Corporate Governance Committee (the “Committee”), as described below, that compliance would create severe hardship or prevent a Non-Employee Director from complying with a court order.

Eligible Securities

- Shares held through the Company's Deferred Compensation Plan for Non-Employee Directors;
- Restricted Stock Units awarded pursuant to the Company's Restricted Stock Unit Plan for Non-Employee Directors
- Shares owned by the Non-Employee Director or by an immediate family member residing in the same household as the Non-Employee Director; and
- Shares held in trust for the benefit of the Non-Employee Director.

Unvested stock options and stock options that have vested but have not been exercised are not eligible securities for purposes of calculating ownership guidelines.

Share Fluctuation

Share prices of all companies are volatile. It would be unfair to require Non-Employee Directors to increase their holdings because of a temporary decrease in the price of the Company's Shares. Consequently, when calculating the number of Shares that a Non-Employee Director should hold under these Guidelines, the annual retainer will be divided by the Average High Price over the prior 24 month period (the "Period"). For purposes of the computation, "Average High Price" shall mean the sum of the daily high price for each trading day during the Period divided by the number of trading days in the Period. Compliance will be evaluated on a once-per-year basis, as of December 31 of each year, and not on a running basis.

Administration

These Guidelines are administered and interpreted by the Committee. The Committee may delegate to management the responsibility for providing data regarding a Non-Employee Director's compliance with these Guidelines.

If these Guidelines would place a severe hardship on a Non-Employee Director or prevent such Non-Employee Director from complying with a court order, the Non-Employee Director shall submit a written explanation of the particular hardship to the Committee. The Committee, in its sole discretion, shall make a determination regarding any revised ownership guidelines or temporary relief from existing ownership guidelines for such Non-Employee Director.